

Fill in this information to identify your case:

United States Bankruptcy Court for the:

NORTHERN DISTRICT OF ILLINOIS

Case number (if known) Chapter 11

☐ Check if this an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

06/22

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name Artico Cold Storage Chicago LLC

2. All other names debtor used in the last 8 years

Include any assumed names, trade names and doing business as names

3. Debtor's federal Employer Identification Number (EIN) 88-0594769

4. Debtor's address Principal place of business Mailing address, if different from principal place of business

1556 W 43rd St
Chicago, IL 60609-3328

Number, Street, City, State & ZIP Code

Cook

County

P.O. Box, Number, Street, City, State & ZIP Code

Location of principal assets, if different from principal place of business

Number, Street, City, State & ZIP Code

5. Debtor's website (URL)

6. Type of debtor

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))

☐ Partnership (excluding LLP)

☐ Other. Specify:

Debtor **Artico Cold Storage Chicago LLC**
Name

Case number (if known)

7. Describe debtor's business**A. Check one:**

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

B. Check all that apply

- ☐ Tax-exempt entity (as described in 26 U.S.C. §501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. §80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. §80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

4931**8. Under which chapter of the Bankruptcy Code is the debtor filing?****Check one:**

- ☐ Chapter 7
- ☐ Chapter 9

☒ **Chapter 11. Check all that apply:**

A debtor who is a "small business debtor" must check the first sub-box. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box.

- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$3,024,725. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☒ The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, **and it chooses to proceed under Subchapter V of Chapter 11.** If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**

- ☒ No.
- ☐ Yes.

If more than 2 cases, attach a separate list.

District _____
District _____

When _____
When _____

Case number _____
Case number _____

Debtor **Artico Cold Storage Chicago LLC**
Name

Case number (if known)

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?
- ☒ No
☐ Yes.

List all cases. If more than 1, attach a separate list

Debtor

District

When

Relationship

Case number, if known

11. Why is the case filed in this district?

Check all that apply:

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

☐ No

☒ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard?

☐ It needs to be physically secured or protected from the weather.

☒ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

☐ Other

Where is the property?

**1556 W 43rd St
Chicago, IL, 60609-3328**

Number, Street, City, State & ZIP Code

Is the property insured?

☐ No

☒ Yes. Insurance agency

Policy type: Warehouse Legal Liability

Contact name

Lockton Companies

Phone

816-960-9000

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available to unsecured creditors.

14. Estimated number of creditors

☐ 1-49

☐ 50-99

☒ 100-199

☐ 200-999

☐ 1,000-5,000

☐ 5001-10,000

☐ 10,001-25,000

☐ 25,001-50,000

☐ 50,001-100,000

☐ More than 100,000

15. Estimated Assets

☐ \$0 - \$50,000

☐ \$50,001 - \$100,000

☐ \$100,001 - \$500,000

☐ \$500,001 - \$1 million

☒ \$1,000,001 - \$10 million

☐ \$10,000,001 - \$50 million

☐ \$50,000,001 - \$100 million

☐ \$100,000,001 - \$500 million

☐ \$500,000,001 - \$1 billion

☐ \$1,000,000,001 - \$10 billion

☐ \$10,000,000,001 - \$50 billion

☐ More than \$50 billion

Debtor **Artico Cold Storage Chicago LLC** Case number (if known) _____
Name

16. Estimated liabilities

- | | | |
|--|--|--|
| <input type="checkbox"/> \$0 - \$50,000 | <input checked="" type="checkbox"/> \$1,000,001 - \$10 million | <input type="checkbox"/> \$500,000,001 - \$1 billion |
| <input type="checkbox"/> \$50,001 - \$100,000 | <input type="checkbox"/> \$10,000,001 - \$50 million | <input type="checkbox"/> \$1,000,000,001 - \$10 billion |
| <input type="checkbox"/> \$100,001 - \$500,000 | <input type="checkbox"/> \$50,000,001 - \$100 million | <input type="checkbox"/> \$10,000,000,001 - \$50 billion |
| <input type="checkbox"/> \$500,001 - \$1 million | <input type="checkbox"/> \$100,000,001 - \$500 million | <input type="checkbox"/> More than \$50 billion |

Debtor **Artico Cold Storage Chicago LLC**
Name

Case number (if known)

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

**17. Declaration and signature
of authorized
representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on **March 26, 2024**
MM / DD / YYYY

X /s/ Richard Taveras
Signature of authorized representative of debtor

Title **Chief Executive Officer**

Richard Taveras
Printed name

18. Signature of attorney

X /s/ William J. Factor
Signature of attorney for debtor

Date **March 26, 2024**
MM / DD / YYYY

William J. Factor 6205675
Printed name

FactorLaw
Firm name

**105 W. Madison St., Suite 2300
Chicago, IL 60602**
Number, Street, City, State & ZIP Code

Contact phone **312-878-6976**

Email address

6205675 IL

Bar number and State

Fill in this information to identify the case:

Debtor name Artico Cold Storage Chicago LLC

United States Bankruptcy Court for the: NORTHERN DISTRICT OF ILLINOIS

Case number (if known) _____

☐ Check if this is an amended filing

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ *Amended Schedule*
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☐ Other document that requires a declaration _____

I declare under penalty of perjury that the foregoing is true and correct.

Executed on March 26, 2024

X /s/ Richard Taveras

Signature of individual signing on behalf of debtor

Richard Taveras

Printed name

Chief Executive Officer

Position or relationship to debtor

Fill in this information to identify the case:

Debtor name **Artico Cold Storage Chicago LLC**
 United States Bankruptcy Court for the: **NORTHERN DISTRICT OF ILLINOIS**
 Case number (if known): _____

☐ Check if this is an
 amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders

12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
Ascension Logistics 20935 Swenson Drive Suite 350 Waukesha, WI 53186	nellahi@ascensionlogistics.com	Transportation	Unliquidated Disputed			\$145,022.11
Atlas Employment Services, Inc. 1660 W 47th St. Chicago, IL 60609	jeffk@atlasemployment.com Fax: 847-601-2553	Staffing Labor				\$101,314.91
Bimbo Bakeries USA, Inc. 7301 South Freeway Fort Worth, TX 76134	lome.brown@grupobimbo.com Fax: 855-331-3136	A portion is disputed - relates to claim for product obsolescence	Unliquidated Subject to Setoff			\$571,100.00
Blue Yonder, Inc PO Box 841983 Dallas, TX 75284-1983	sabryna.clark@blueyonder.com	IT Expense				\$132,980.00
Concurrent Labs, LLC PO Box 168 Lavonia, GA 30553	isaac@getconcurrent.com	IT Expense				\$110,930.00
D&H Refrigeration, Inc 15811 Annico Drive Unit 2 & 3 Homer Glen, IL 60491	Fax: 708-301-7336	Building expense				\$58,944.64
Dandee Pallet & Packaging, Inc. 1605 Crowfoot Cir. S. Hoffman Estates, IL 60169	Fax: 888-398-3043	Building expense				\$77,959.65
DYNEGY 27679 Network Place Chicago, IL 60673	desbusinesscare@dynegy.com Fax: 866-257-1795	Utilities - Electricity				\$297,319.35

Debtor **Artico Cold Storage Chicago LLC**
Name

Case number (if known)

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services,	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
Impact Networking, LLC PO Box 87635 Carol Stream, IL 60188-7635	gruggie@impactnetworking.com	IT Expense	Disputed			\$581,878.54
Local 781 H&W Fund 135 S. LaSalle Dept 1893 Chicago, IL 60674	Fax: 847-824-0781	H&W Benefits				Unknown
Longbow Advantage USA Inc. 555 Briarwood Cir Suite 118 Ann Arbor, MI 48108	ruhlenkamp@longbowadvantage.com	IT Expense				\$263,010.48
Maynor's Transport Inc. 7641 Lockwood Ave. Burbank, IL 60459	Fax: 708-952-0233	Transportation				\$273,469.57
MidAmerican Energy Services, LLC PO Box 8019 Davenport, IA 52808-8019	treasury@midamericanenergyservices.com Fax: 563-336-3568	Utilities - Electricity				\$242,217.64
Miller Cooper & Co., Ltd PO Box 6781 Carol Stream, IL 60197	Fax: 847-205-1400	Professional Fees				\$123,109.00
Red Kite Recruiting 6767 S Vine Street Unit 1192 Centennial, CO 80122		Professional Fees				\$44,800.00
Roadrunner Recycling, Inc PO Box 6011 Hermitage, PA 16148	jolander@roadrunnerwm.com; service@roadrunnerwm.com	Supplies				\$58,878.66
Ron's Staffing Services, Inc. 666 Dundee Road Suite 103 Northbrook, IL 60062	msukowski@ronstaffing.com Fax: 773-847-4199	Staffing Labor				\$55,997.42
Star Leasing PO BOX 76100 Cleveland, OH 44101-4755	gwen.royal@starleasing.com Fax: 614-340-2948	Operating leases - Trailers				\$194,060.10

Debtor **Artico Cold Storage Chicago LLC**
Name

Case number (if known)

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services,	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
Taft Stettinius & Hollister LLP One Indiana Square Indianapolis, IN 46204-2023	Fax: 312-527-4011	Professional Fees				\$66,251.50
Zanovoy, LLC 173 Huguenot St Suite 200 New Rochelle, NY 10801	jjackson@zanovoy.com	IT Expense				\$51,000.00

**United States Bankruptcy Court
Northern District of Illinois**

In re **Artico Cold Storage Chicago LLC**

Debtor(s)

Case No.
Chapter

11

LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with rule 1007(a)(3) for filing in this Chapter 11 Case

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Artico Cold Management LLC	LLC Interests	100%	

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the **Chief Executive Officer** of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date **March 26, 2024**

Signature **/s/ Richard Taveras**
Richard Taveras

*Penalty for making a false statement of concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.*

**United States Bankruptcy Court
Northern District of Illinois**

In re **Artico Cold Storage Chicago LLC**

Debtor(s)

Case No.

Chapter

11

VERIFICATION OF CREDITOR MATRIX

Number of Creditors: **114**

The above-named Debtor(s) hereby verifies that the list of creditors is true and correct to the best of my (our) knowledge.

Date: **March 26, 2024**

/s/ Richard Taveras

Richard Taveras/Chief Executive Officer

Signer/Title

1st Security Financial Corporation
1335 Dublin Road
Suite 217-D
Columbus, OH 43215

Advance Window Cleaners
PO Box 9611
Chicago, IL 60609

Aflac
1932 Wynnton Road
Columbus, GA 31999-0797

All Power Electric Inc.
3960 S. Western Ave.
Chicago, IL 60609

All Star Scale Company
42551 N. Forest Ln.
Antioch, IL 60002

Ascension Logistics
20935 Swenson Drive
Suite 350
Waukesha, WI 53186

AT&T 2001
PO Box 5075
Carol Stream, IL 60197-5075

AT&T 7905
PO Box 5019
Carol Stream, IL 60197-5019

Atlas Employment Services, Inc.
1660 W 47th St.
Chicago, IL 60609

Avalon Petroleum Company
7326 Eagle Way
Chicago, IL 60678-1073

Barak Business Services Inc.
538 N. York Road
Bensenville, IL 60106

Battery Builders, LLC (BBI)
P.O. Box 5005
Naperville, IL 60567

Bimbo Bakeries USA, Inc.
7301 South Freeway
Fort Worth, TX 76134

Blakeman Transportation Inc.
PO Box 4340
Fort Worth, TX 76164-0340

Blue Cross Blue Shield
PO Box 650615
Dallas, TX 75265-0615

Blue Yonder, Inc
PO Box 841983
Dallas, TX 75284-1983

Budreck Truck Lines, Inc.
2642 Joseph Court
University Park, IL 60484

Chamberlain Advisors, LLC
311 S. Wacker Dr., Ste 400
Chicago, IL 60606

ChicagoRisk, Inc
449 Lakeside Manor Road
Highland Park, IL 60035

Cintas Corporation #21
PO Box 88005
Chicago, IL 60680-1005

CiT
21146 Network Place
Chicago, IL 60673-1211

City of Chicago 7671
P.O. Box 6330
Chicago, IL 60680-6330

City of Chicago 7673
P.O Box 6330
Chicago, IL 60680-6330

Concurrent Labs, LLC
PO Box 168
Lavonia, GA 30553

Concurrent Services, LLC
PO Box 168
Lavonia, GA 30553

Consolidated Industrial Solutions dba. J
0
Wheaton, IL 60187

Crown Lift Trucks
PO Box 641173
Cincinnati, OH 45264

D&H Refrigeration, Inc
15811 Annico Drive
Unit 2 & 3
Homer Glen, IL 60491

Damco USA Inc/Maersk
180 Park Avenue
Florham Park, NJ 07932

Dan Alvarez
1966 Dewes Street
Glenview, IL 60025

Dandee Pallet & Packaging, Inc.
1605 Crowfoot Cir. S.
Hoffman Estates, IL 60169

David Lopez
1902 Dorchester Dr
Oklahoma City, OK 73120

De Lage Landen Fin. Svcs, Inc.
1111 Old Eagle School Road
Wayne, PA 19087-8608

Dell Business Credit c/o Dell Financial
PO Box 5275
Carol Stream, IL 60197-5275

Dialpad, Inc.
1950 N. Stemmons Freeway Suite 5010
Dallas, TX 75207

Don Levy Laboratories
15300 Bothell Way NE
Lake Forest Park, WA 98155

DYNEGY
27679 Network Place
Chicago, IL 60673

E-Quantum Consulting, LLC
71 Hickory Ct
Geneseo, IL 61254

Eduardo Sanchez
6433 Grandmark Drive,
Oklahoma City, OK 73116

EGM Solutions, Inc.
1804 Winger Dr
Plainfield, IL 60586

Equipment Depot, Inc.
PO Box 855915
Minneapolis, MN 55485-5915

Fairborn Equipment Company Inc.
P.O. Box 123
Upper Sandusky, OH 43351

FedEx Corporation
PO Box 94515
Palatine, IL 60094

FedEx Freight
DEPT CH PO BOX 10306
PALATINE, IL 60055-0306

Ferguson Facilities Supply
PO Box 802817
Chicago, IL 60680

FIRST-CITIZENS BANK & TRUST CO
21146 NETWORK PLACE
Chicago, IL 60673-1211

Garratt Callahan Co.
50 Ingold Road
Burlington, CA 94010

Gary Segal
Dykema
10 S Wacker Drive, Suite 2300
Chicago, IL 60606

Gary Segal
Dykema
10 S. Wacker Drive, St. 2300
Chicago, IL 60606

Geen Industries Inc
313 W. Fay Ave
Addison, IL 60101

Global Industrial
2505 MILL CENTER PARKWAY
SUITE 100
BUFORD, GA 30518

Grainger
Dept 887916033/814266730
Palatine, IL 60038

Great America Financial Svcs.
PO Box 660831
Dallas, TX 75266

Groot Industries, Inc.
2500 Landmeier Road
Elk Grove Village, IL 60007

GS1 US, Inc.
Dept 781271
P.O. Box 78000
Detroit, MI 48278-1271

Guardian
PO Box 824404
Philadelphia, PA 19182

Hannic Inc.
P.O. Box 445
Plainfield, IL 60544

Home Depot Credit Services
PO Box 9001043
Louisville, KY 40290

Impact Networking, LLC
PO Box 87635
Carol Stream, IL 60188-7635

Imperial Surveillance, Inc.
1601 E. Algonquin Rd
Arlington Heights, IL 60005

Industrial Consultants LLC
PO Box 833
Owasso, OK 74055

ISOLVED BENEFIT SERVICES
PO Box 889
Coldwater, MI 49036-0889

JC Gonzalez Mendez
37W546 Highpoint Ct
Saint Charles, IL 60175

John Nykaza
PO Box 36
Orland Park, IL 60462

John Patrick Lopez
3817 Northwest Expressway
Suite 900
Oklahoma City, OK 73112

Karis Cold (KCS Icebox)
10 N. Martingale
Suite 450
Schaumburg, IL 60173

Linde Gas & Equipment, Inc.
Dept Ch 10660
Palatine, IL 60055

Local 781 H&W Fund
135 S. LaSalle
Dept 1893
Chicago, IL 60674

Loewy Foods, Inc.
P. O. Box 1362
Northbrook, IL 60065-1362

Longbow Advantage USA Inc.
555 Briarwood Cir
Suite 118
Ann Arbor, MI 48108

Mansfield Power & Gas
1025 Airport Parkway
Gainesville, GA 30501

Maynor's Transport Inc.
7641 Lockwood Ave.
Burbank, IL 60459

McCloud Services
PO Box 95261
Chicago, IL 60694

Mettler-Toledo, LLC
22677 Network Place
Chicago, IL 60673

MidAmerican Energy Services, LLC
PO Box 8019
Davenport, IA 52808-8019

Midwest Spotting, Inc.
PO Box 2114
Des Plaines, IL 60017

Milan and Sons, LLC
945 E Kenilworth Ave.,
Unit 212
Palatine, IL 60074

Miller Cooper & Co., Ltd
PO Box 6781
Carol Stream, IL 60197

Nawrocki Systems, Inc
820 Audubon Ct
Aurora, IL 60506

NovaVision Inc.
524 E. Woodland Circle
Bowling Green, OH 43402

Packaging Corp of America
36596 Treasury Center
Chicago, IL 60694

Peoples Gas
PO Box 6050
Carol Stream, IL 60197

Polar Ice Co., Inc.
2308 W 21st Place
Chicago, IL 60608

PPM- Patriot Pavement Maintenance
PO Box #225
Park Ridge, IL 60068

Quadient Leasing Usa, Inc.
Dept 3682 PO Box 123682
Dallas, TX 75312

R&L Trucking of Illinois, Inc.
1900 W 43rd St.
Chicago, IL 60609

Red Kite Recruiting
6767 S Vine Street
Unit 1192
Centennial, CO 80122

Refrigiwear, Inc.
54 Breakstone Dr
Dahlonega, GA 30533

Reladyne, LLC
PO Box 645332
Cincinnati, OH 45264-5332

Reliable Fire & Security
12845 S. Cicero Ave
Alsip, IL 60803

Richard Taveras
842 North Harlem
River Forest, IL 60305

Roadrunner Recycling, Inc
PO Box 6011
Hermitage, PA 16148

Ron's Staffing Services, Inc.
666 Dundee Road
Suite 103
Northbrook, IL 60062

Rose Packing Corporation
PO Box 734518
Chicago, IL 60673-4518

Salem Group
PO Box 75343
Chicago, IL 60675-5343

Seafax, Inc.
PO Box 15340
Portland, ME 04112

Secura Insurance
PO Box 776231
Chicago, IL 60677

Sedgwick Claims Management Svs.
PO Box 207834
Dallas, TX 75320-7834

Southside Fuel Center Plus, Inc.
970 West Pershing Road
Chicago, IL 60609

Staples, Inc.
PO Box 105638
Atlanta, GA 30348

Star Leasing
PO BOX 76100
Cleveland, OH 44101-4755

Stephen Schuster
Burke Warren
330 N. Wabash, Suite 2100
Chicago, IL 60611

Taft Stettinius & Hollister LLP
One Indiana Square
Indianapolis, IN 46204-2023

Tennant Sales and Service Company
PO Box 71414
Chicago, IL 60694

Timothy Crane, President
Wintrust Bank, N.A.
231 S. LaSalle Street
Chicago, IL 60604

United Radio Communications, Inc.
9200 S. Oketo Ave
Bridgeview, IL 60455

Verizon Connect Inc.
PO Box 15043
Albany, NY 12212

Viking Electric A Sonepar Company
PO Box 856832
Minneapolis, MN 55485-6832

VPP Group, LLC
Po Box 227
Norwalk, WI 54648

Wintrust Bank, N.A.
231 S. LaSalle Street
2nd Floor
Chicago, IL 60604

Wintrust Bank, N.A.
Attn: Timothy Crane, CEO
231 S. LaSalle St., 2nd Floor
Chicago, IL 60604

Wintrust Equipment Finance
9700 Higgins Road
Suite 1015
Des Plaines, IL 60018

Yellow (Freight)
10990 ROE AVE
Overland Park, KS 66211

Zanovoy, LLC
173 Huguenot St Suite 200
New Rochelle, NY 10801

**United States Bankruptcy Court
Northern District of Illinois**

In re **Artico Cold Storage Chicago LLC**

Debtor(s)

Case No.

Chapter

11

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for **Artico Cold Storage Chicago LLC** in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

☒ None [*Check if applicable*]

March 26, 2024

Date

/s/ William J. Factor

William J. Factor 6205675

Signature of Attorney or Litigant

Counsel for **Artico Cold Storage Chicago LLC**

FactorLaw

105 W. Madison St., Suite 2300

Chicago, IL 60602

312-878-6976 Fax:847-574-8233

Antico Cold Management LLC and Subsidiary Consolidated Balance Sheet														12 Mos 12/31/2023
	12/31/2022	1/31/2023	2/28/2023	3/31/2023	4/30/2023	5/31/2023	6/30/2023	7/31/2023	8/31/2023	9/30/2023	10/31/2023	11/30/2023	12/31/2023	12/31/2023
Cash	\$ 225,926	\$ 141,075	\$ 154,415	\$ (63,714)	\$ (284,331)	\$ 31,394	\$ 119,226	\$ 219,518	\$ 584,025	\$ 721,671	\$ 415,084	\$ 9,547	\$ 12,240	
Accounts Receivable, net	\$ 1,018,610	\$ 1,141,425	\$ 1,502,600	\$ 1,175,099	\$ 1,461,430	\$ 1,239,764	\$ 1,193,386	\$ 1,341,355	\$ 1,521,715	\$ 1,346,843	\$ 1,233,309	\$ 1,245,807	\$ 1,377,006	
Unbilled accounts receivable	\$ 49,948	\$ 49,948	\$ 49,948	\$ 49,948	\$ 49,948	\$ 49,948	\$ 49,948	\$ 49,948	\$ 49,948	\$ 49,948	\$ 49,948	\$ 49,948	\$ 49,948	
Tenant improvement receivable	\$ 1,849,129	\$ 386,206	\$ 386,206	\$ 386,206	\$ 386,206	\$ 386,206	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	
Other receivable	\$ 242,500	\$ 242,500	\$ 242,500	\$ (5,000)	\$ (5,000)	\$ (5,000)	\$ (5,000)	\$ (5,000)	\$ (5,000)	\$ (5,000)	\$ (5,000)	\$ (5,000)	\$ (5,000)	
Prepaid expenses	\$ 326,207	\$ 301,792	\$ 271,031	\$ 385,814	\$ 567,290	\$ 517,132	\$ 436,868	\$ 380,605	\$ 323,859	\$ 398,671	\$ 355,689	\$ 346,410	\$ 296,086	
Other current assets	\$ 15,204	\$ 15,204	\$ 15,204	\$ 15,204	\$ 15,204	\$ 15,204	\$ 15,204	\$ 15,204	\$ 15,204	\$ 15,204	\$ 15,204	\$ 15,204	\$ 15,204	
Total Current Assets	\$ 3,727,524	\$ 2,278,152	\$ 2,621,904	\$ 1,943,558	\$ 2,190,748	\$ 2,234,648	\$ 1,809,632	\$ 2,001,630	\$ 2,489,751	\$ 2,527,337	\$ 2,064,233	\$ 1,661,916	\$ 1,745,484	
Property and Equipmet														
Leasehold improvements	\$ 524,498	\$ 533,281	\$ 563,368	\$ 563,368	\$ 579,368	\$ 579,368	\$ 579,368	\$ 579,368	\$ 588,768	\$ 588,768	\$ 588,768	\$ 595,201	\$ 595,201	
Owned equipment	\$ 361,843	\$ 436,359	\$ 501,262	\$ 499,789	\$ 517,870	\$ 517,995	\$ 546,436	\$ 546,621	\$ 546,621	\$ 546,621	\$ 555,352	\$ 555,352	\$ 555,352	
Subtotal, property and equipment	\$ 886,341	\$ 969,640	\$ 1,064,630	\$ 1,063,157	\$ 1,097,238	\$ 1,097,363	\$ 1,125,804	\$ 1,125,989	\$ 1,135,389	\$ 1,135,389	\$ 1,144,120	\$ 1,150,553	\$ 1,150,553	
Less: Accumulated Depreciation	\$ (79,709)	\$ (85,638)	\$ (85,638)	\$ (85,638)	\$ (85,638)	\$ (85,638)	\$ (85,638)	\$ (85,638)	\$ (85,638)	\$ (85,638)	\$ (85,638)	\$ (85,638)	\$ (85,638)	
Property and Equipment, Net	\$ 806,632	\$ 884,003	\$ 978,992	\$ 977,519	\$ 1,011,601	\$ 1,011,725	\$ 1,040,166	\$ 1,040,351	\$ 1,049,751	\$ 1,049,751	\$ 1,058,483	\$ 1,064,916	\$ 1,064,916	
Other Assets														
Goodwill, net	\$ 39,766	\$ 39,766	\$ 39,766	\$ 39,766	\$ 39,766	\$ 39,766	\$ 39,766	\$ 39,766	\$ 39,766	\$ 39,766	\$ 39,766	\$ 39,766	\$ 39,766	
Right of Use Assets, Operating Leases, Net	\$ 1,692,387	\$ 1,662,462	\$ 1,633,668	\$ 1,605,163	\$ 1,576,476	\$ 1,547,834	\$ 1,519,014	\$ 1,490,235	\$ 1,461,388	\$ 1,432,367	\$ 1,403,381	\$ 1,374,227	\$ 1,345,102	
Right of Use Assets, finance leases, net	\$ 44,341,807	\$ 44,341,807	\$ 44,341,807	\$ 44,341,807	\$ 44,341,807	\$ 44,341,807	\$ 44,341,807	\$ 44,341,807	\$ 44,341,807	\$ 44,341,807	\$ 44,341,807	\$ 44,341,807	\$ 44,341,807	
Capitalized Software Costs, net	\$ 516,442	\$ 708,048	\$ 866,770	\$ 943,026	\$ 1,174,872	\$ 1,211,767	\$ 1,211,767	\$ 1,211,767	\$ 1,211,767	\$ 1,211,767	\$ 1,211,767	\$ 1,211,767	\$ 1,211,767	
Due from Member	\$ 350,000	\$ 350,000	\$ 350,000	\$ 350,000	\$ 350,000	\$ 350,000	\$ 350,000	\$ 350,000	\$ 350,000	\$ 350,000	\$ 350,000	\$ 350,000	\$ 350,000	
Other														
Subtotal, Other Assets	\$ 46,940,402	\$ 47,102,083	\$ 47,232,011	\$ 47,279,762	\$ 47,482,920	\$ 47,491,174	\$ 47,462,354	\$ 47,433,575	\$ 47,404,727	\$ 47,375,707	\$ 47,346,721	\$ 47,317,567	\$ 47,288,442	
Total Assets	\$ 51,474,558	\$ 50,264,237	\$ 50,832,908	\$ 50,200,839	\$ 50,685,269	\$ 50,737,547	\$ 50,312,151	\$ 50,475,556	\$ 50,944,230	\$ 50,952,795	\$ 50,469,437	\$ 50,044,399	\$ 50,098,842	
Current Liabilities														
Accounts payable	\$ 663,638	\$ 779,803	\$ 1,530,697	\$ 1,011,325	\$ 1,270,970	\$ 1,868,166	\$ 2,328,246	\$ 2,860,566	\$ 3,293,156	\$ 3,968,449	\$ 3,973,296	\$ 4,095,849	\$ 4,430,742	
Accrued expenses	\$ 587,025	\$ 529,349	\$ 516,189	\$ 488,472	\$ 486,434	\$ 475,282	\$ 457,548	\$ 570,559	\$ 462,882	\$ 472,290	\$ 469,302	\$ 459,127	\$ 449,627	
Bank line of credit	\$ -	\$ (0)	\$ 69,684	\$ 20,129	\$ 420,940	\$ 588,856	\$ 671,867	\$ -	\$ 639,399	\$ 648,556	\$ 719,894	\$ 633,755	\$ 530,090	
Other short-term loan	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 125,000	\$ 125,000	\$ -	\$ -	\$ -	\$ -	\$ -	
Deferred revenue	\$ 247,826	\$ 247,826	\$ 247,826	\$ 247,826	\$ 247,826	\$ 247,826	\$ 247,826	\$ 247,826	\$ 247,826	\$ 247,826	\$ 247,826	\$ 247,826	\$ 247,826	
Other														
Subtotal, Current Liabilities	\$ 1,498,489	\$ 1,556,978	\$ 2,364,396	\$ 1,767,752	\$ 2,426,170	\$ 3,180,130	\$ 3,830,487	\$ 3,803,951	\$ 4,643,263	\$ 5,337,120	\$ 5,410,318	\$ 5,436,557	\$ 5,658,285	
Long-Term Liabilities														
Bank term debt	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 1,000,000	\$ 1,000,000	\$ 983,332	\$ 966,665	\$ 949,997	\$ 933,329	
Unamortized free rent	\$ -	\$ 1,975,297	\$ 2,194,774	\$ 2,414,251	\$ 2,553,335	\$ 2,562,216	\$ 2,571,097	\$ 2,579,978	\$ 2,588,859	\$ 2,597,740	\$ 2,606,621	\$ 2,615,502	\$ 2,624,383	
Lease liability, operating leases	\$ 1,665,527	\$ 1,637,614	\$ 1,606,135	\$ 1,575,003	\$ 1,543,654	\$ 1,512,362	\$ 1,480,858	\$ 1,449,405	\$ 1,417,872	\$ 1,386,134	\$ 1,354,439	\$ 1,322,544	\$ 1,290,686	
Lease liability, financing leases	\$ 48,813,451	\$ 45,611,537	\$ 45,628,365	\$ 45,645,193	\$ 45,662,021	\$ 45,678,849	\$ 45,695,677	\$ 45,712,505	\$ 45,729,333	\$ 45,746,161	\$ 45,762,989	\$ 45,779,817	\$ 45,796,645	
Subtotal, Long-Term Debt	\$ 50,478,978	\$ 49,224,447	\$ 49,429,274	\$ 49,634,448	\$ 49,759,010	\$ 49,753,427	\$ 49,747,632	\$ 50,741,888	\$ 50,736,064	\$ 50,713,368	\$ 50,690,714	\$ 50,667,860	\$ 50,645,043	
Total Liabilities	\$ 51,977,467	\$ 50,781,425	\$ 51,793,670	\$ 51,402,200	\$ 52,185,181	\$ 52,933,557	\$ 53,578,119	\$ 54,545,840	\$ 55,379,328	\$ 56,050,488	\$ 56,101,031	\$ 56,104,417	\$ 56,303,329	
Members Equity														
Members Capital	\$ 878,110	\$ 878,110	\$ 878,110	\$ 878,110	\$ 878,110	\$ 878,110	\$ 878,110	\$ 1,128,125	\$ 1,378,130	\$ 1,378,130	\$ 1,378,130	\$ 1,378,130	\$ 1,378,130	
Distributions	\$ -	\$ -	\$ -	\$ -	\$ (62,000)	\$ (62,000)	\$ (62,000)	\$ (62,000)	\$ (62,000)	\$ (62,000)	\$ (62,000)	\$ (62,000)	\$ (62,000)	
Retained Deficit	\$ (1,381,019)	\$ (1,395,298)	\$ (1,838,873)	\$ (2,079,471)	\$ (2,316,022)	\$ (3,012,120)	\$ (4,082,078)	\$ (5,136,408)	\$ (5,751,228)	\$ (6,413,823)	\$ (6,947,724)	\$ (7,376,148)	\$ (7,520,617)	
Subtotal, Members Deficit	\$ (502,909)	\$ (517,188)	\$ (960,763)	\$ (1,201,361)	\$ (1,499,912)	\$ (2,196,010)	\$ (3,265,968)	\$ (4,070,283)	\$ (4,435,098)	\$ (5,097,693)	\$ (5,631,594)	\$ (6,060,018)	\$ (6,204,487)	
Total Liabilities and Members Equity	\$ 51,474,558	\$ 50,264,237	\$ 50,832,908	\$ 50,200,839	\$ 50,685,269	\$ 50,737,547	\$ 50,312,151	\$ 50,475,556	\$ 50,944,230	\$ 50,952,795	\$ 50,469,437	\$ 50,044,399	\$ 50,098,842	
	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	
Retained Deficit, Beginning		\$ (1,381,019)	\$ (1,395,496)	\$ (1,839,071)	\$ (2,079,669)	\$ (2,316,221)	\$ (3,012,318)	\$ (4,082,276)	\$ (5,136,607)	\$ (5,751,426)	\$ (6,414,021)	\$ (6,947,922)	\$ (7,376,346)	
Net Loss		\$ (14,477)	\$ (443,575)	\$ (240,598)	\$ (236,551)	\$ (696,098)	\$ (1,069,958)	\$ (1,054,331)	\$ (614,819)	\$ (662,595)	\$ (633,901)	\$ (428,424)	\$ (144,469)	
Retained Deficit, Ending		\$ (1,395,496)	\$ (1,839,071)	\$ (2,079,669)	\$ (2,316,221)	\$ (3,012,318)	\$ (4,082,276)	\$ (5,136,607)	\$ (5,751,426)	\$ (6,414,021)	\$ (6,947,922)	\$ (7,376,346)	\$ (7,520,815)	
Diff		\$ (198)	\$ (198)	\$ (198)	\$ (198)	\$ (198)	\$ (198)	\$ (198)	\$ (198)	\$ (198)	\$ (198)	\$ (198)	\$ (198)	

Antico Cold Management LLC and Subsidiary Consolidated Income Statement														
		1/31/2023	2/28/2023	3/31/2023	4/30/2023	5/31/2023	6/30/2023	7/31/2023	8/31/2023	9/30/2023	10/31/2023	11/30/2023	12/31/2023	12 Mos 12/31/2023
Revenues														
Storage, Handling, Other		\$ 1,152,469	\$ 964,894	\$ 996,051	\$ 1,251,392	\$ 839,169	\$ 631,435	\$ 531,830	\$ 808,582	\$ 538,357	\$ 794,620	\$ 651,135	\$ 870,895	\$ 10,030,828
Transport		\$ 209,194	\$ 202,402	\$ 264,533	\$ 242,619	\$ 189,526	\$ 165,803	\$ 93,175	\$ 133,951	\$ 205,852	\$ 178,129	\$ 153,191	\$ 341,049	\$ 2,379,424
Credits		\$ (16,422)	\$ (1,668)	\$ (8,940)	\$ (1,207)	\$ (10,844)	\$ (18,102)	\$ (27,667)	\$ (32,621)	\$ (40,963)	\$ (17,815)	\$ (16,440)	\$ (21,238)	\$ (213,927)
Revenues, net		\$ 1,345,240	\$ 1,165,628	\$ 1,251,644	\$ 1,492,804	\$ 1,017,851	\$ 779,136	\$ 597,339	\$ 909,912	\$ 703,245	\$ 954,934	\$ 787,887	\$ 1,190,706	\$ 12,196,326
Cost of Goods Sold														
Direct labor and benefits		\$ 303,183	\$ 341,240	\$ 281,392	\$ 324,772	\$ 284,080	\$ 271,939	\$ 324,321	\$ 252,084	\$ 255,738	\$ 292,086	\$ 235,481	\$ 301,259	\$ 3,467,575
Warehouse Supplies		\$ 61,751	\$ 55,914	\$ 39,097	\$ 55,010	\$ 56,299	\$ 24,060	\$ 70,020	\$ 32,121	\$ 27,888	\$ 38,173	\$ 38,209	\$ 19,747	\$ 518,290
Material Handling Equip. Rent, Repairs & Maint		\$ 23,807	\$ 22,722	\$ 60,275	\$ 40,676	\$ 47,163	\$ 51,972	\$ 24,602	\$ 33,605	\$ (9,886)	\$ 19,103	\$ 31,982	\$ 22,500	\$ 368,522
Operating Equip. Rent, Repairs & Maint		\$ 41,238	\$ 40,933	\$ 31,916	\$ 36,032	\$ 34,249	\$ 40,014	\$ 33,488	\$ 35,498	\$ 42,965	\$ 25,297	\$ 24,847	\$ 25,924	\$ 412,400
Fuel		\$ 11,726	\$ 7,820	\$ 9,884	\$ 8,080	\$ 11,685	\$ 13,735	\$ 12,514	\$ 14,063	\$ 8,058	\$ -	\$ -	\$ -	\$ 97,565
Transportation		\$ 178,960	\$ 171,204	\$ 145,167	\$ 191,470	\$ 168,796	\$ 114,896	\$ 148,769	\$ 116,437	\$ 108,645	\$ 143,870	\$ 117,856	\$ 119,913	\$ 1,725,983
Other COGS		\$ 15,908	\$ -	\$ 2,530	\$ 8,030	\$ 6,925	\$ 7,220	\$ 10,485	\$ 5,600	\$ 1,745	\$ 4,780	\$ 6,620	\$ 13,208	\$ 83,051
Subtotal, COGS		\$ 636,574	\$ 639,834	\$ 570,261	\$ 664,070	\$ 609,197	\$ 523,836	\$ 624,199	\$ 489,409	\$ 435,153	\$ 523,309	\$ 454,994	\$ 502,552	\$ 6,673,386
Gross Profit		\$ 708,667	\$ 525,795	\$ 681,383	\$ 828,733	\$ 408,654	\$ 255,300	\$ (26,860)	\$ 420,503	\$ 268,093	\$ 431,625	\$ 332,892	\$ 688,154	\$ 5,522,940
GP % of Sales		52.7%	45.1%	54.4%	55.5%	40.1%	32.8%	-4.5%	46.2%	38.1%	45.2%	42.3%	57.8%	45.3%
Operating Expenses														
Admin Payroll and Benefits		\$ 222,095	\$ 230,146	\$ 236,721	\$ 262,292	\$ 220,547	\$ 200,937	\$ 250,488	\$ 230,808	\$ 220,824	\$ 247,338	\$ 166,432	\$ 200,794	\$ 2,689,421
Bank Fees		\$ 7,648	\$ 8,175	\$ 6,007	\$ 5,942	\$ 6,108	\$ 3,975	\$ 6,386	\$ 8,392	\$ 8,465	\$ 7,928	\$ 5,820	\$ 5,830	\$ 80,677
Client Claims		\$ 12,592	\$ 6,112	\$ 1,915	\$ 61,531	\$ 70,024	\$ 70,947	\$ 2,432	\$ 9,111	\$ 3,841	\$ 60,312	\$ 66,796	\$ 61,905	\$ 427,518
Printing		\$ 26,205	\$ 25,929	\$ 27,343	\$ 29,304	\$ 27,506	\$ 29,005	\$ 29,446	\$ 29,005	\$ 29,994	\$ 29,585	\$ 29,005	\$ 29,005	\$ 341,334
Postage		\$ 2,284	\$ 2,818	\$ 2,714	\$ 552	\$ 4,306	\$ 481	\$ 2,390	\$ 1,310	\$ 263	\$ 1,927	\$ 4,417	\$ 46	\$ 23,508
Insurance		\$ 53,922	\$ 53,922	\$ 37,735	\$ 61,680	\$ 69,673	\$ 77,315	\$ 76,201	\$ 34,738	\$ 77,746	\$ 86,698	\$ 88,517	\$ 83,688	\$ 801,836
IT Expenses		\$ (19,679)	\$ 211,371	\$ 110,225	\$ 172,640	\$ 219,474	\$ 456,097	\$ 194,446	\$ 285,368	\$ 133,134	\$ 113,937	\$ (37,474)	\$ (96,165)	\$ 1,743,374
Professional and Legal Services		\$ -	\$ 7,734	\$ 16,949	\$ 6,903	\$ -	\$ 29,749	\$ 7,535	\$ 13,946	\$ -	\$ 9,417	\$ -	\$ -	\$ 92,233
Accounting Services		\$ -	\$ 16,943	\$ 23,705	\$ 57,945	\$ -	\$ 32,666	\$ 24,876	\$ 8,850	\$ 11,117	\$ -	\$ 4,500	\$ -	\$ 180,602
Other Services		\$ 9,792	\$ 43,069	\$ 58,357	\$ 550	\$ 48,107	\$ 22,286	\$ 7,995	\$ (3,653)	\$ 13,363	\$ 5,561	\$ 15,520	\$ 63,343	\$ 284,289
Refrigeration Expense		\$ 19,133	\$ 15,184	\$ 19,429	\$ 11,659	\$ 41,776	\$ 918	\$ 6,819	\$ 22,677	\$ 10,464	\$ 9,280	\$ 6,765	\$ 12,564	\$ 176,668
Repairs and Maintenance		\$ 26,929	\$ 10,331	\$ 16,246	\$ 12,152	\$ 5,968	\$ 8,344	\$ 7,502	\$ 10,703	\$ 14,104	\$ 5,987	\$ 4,419	\$ 8,232	\$ 130,918
Operating leases		\$ 32,140	\$ 32,140	\$ 32,140	\$ 32,140	\$ 32,140	\$ 32,140	\$ 32,140	\$ 32,140	\$ 32,140	\$ 32,140	\$ 32,140	\$ 32,140	\$ 385,680
Telecom		\$ 6,124	\$ 7,054	\$ 7,490	\$ 7,129	\$ 6,136	\$ 5,459	\$ 4,307	\$ 3,120	\$ 3,556	\$ 2,468	\$ 3,416	\$ 24,073	\$ 80,332
Gas		\$ 15,449	\$ 13,919	\$ 9,182	\$ 8,280	\$ 6,782	\$ 9,167	\$ 2,577	\$ 8,212	\$ 6,358	\$ 8,704	\$ 9,389	\$ 9,473	\$ 107,491
Electric		\$ 37,801	\$ 30,251	\$ 38,375	\$ 66,159	\$ 79,565	\$ 80,178	\$ 101,809	\$ 87,514	\$ 83,196	\$ 76,286	\$ 82,736	\$ 98,059	\$ 861,930
Water		\$ 12,962	\$ -	\$ 11,544	\$ -	\$ 13,050	\$ -	\$ 15,121	\$ -	\$ 14,903	\$ -	\$ 13,764	\$ -	\$ 81,344
Refuse		\$ 10,476	\$ 9,448	\$ 15,595	\$ 10,328	\$ 10,953	\$ 12,898	\$ 10,805	\$ 10,382	\$ 10,200	\$ 10,882	\$ 3,431	\$ 1,935	\$ 117,330
Other Operating Expenses		\$ 9,417	\$ 7,694	\$ 13,057	\$ 6,732	\$ 5,664	\$ 11,978	\$ 2,493	\$ 3,426	\$ 4,138	\$ 10,212	\$ 19,390	\$ 47,767	\$ 141,969
ROU Building Amortization		\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Subtotal, SG&A		\$ 485,290	\$ 732,238	\$ 684,730	\$ 813,917	\$ 867,777	\$ 1,084,541	\$ 785,770	\$ 796,048	\$ 677,807	\$ 718,662	\$ 518,984	\$ 582,689	\$ 8,748,453
Operating Income (Loss)		\$ 223,376	\$ (206,443)	\$ (3,346)	\$ 14,816	\$ (459,123)	\$ (829,241)	\$ (812,630)	\$ (375,545)	\$ (409,715)	\$ (287,037)	\$ (186,091)	\$ 105,465	\$ (3,225,513)
Other (Income) Expense														
Interest Expense		\$ 1,548	\$ 826	\$ 947	\$ 2,062	\$ 669	\$ 4,412	\$ 5,396	\$ 2,969	\$ 16,575	\$ 12,943	\$ 8,131	\$ 16,614	\$ 73,091
Rent: ROU Assets		\$ 236,305	\$ 236,305	\$ 236,305	\$ 236,305	\$ 236,305	\$ 236,305	\$ 236,305	\$ 236,305	\$ 236,305	\$ 236,305	\$ 236,305	\$ 236,305	\$ 2,835,665
Other (Income) Expense		\$ -	\$ -	\$ -	\$ 13,000	\$ -	\$ -	\$ -	\$ -	\$ -	\$ (2,384)	\$ (2,103)	\$ (2,986)	\$ 5,527
Subtotal, Other (Income) Expense		\$ 237,854	\$ 237,131	\$ 237,252	\$ 251,367	\$ 236,975	\$ 240,717	\$ 241,701	\$ 239,275	\$ 252,880	\$ 246,864	\$ 242,333	\$ 249,933	\$ 2,914,283
Net Income (Loss)		\$ (14,477)	\$ (443,575)	\$ (240,598)	\$ (236,551)	\$ (696,098)	\$ (1,069,958)	\$ (1,054,331)	\$ (614,819)	\$ (662,595)	\$ (533,901)	\$ (428,424)	\$ (144,469)	\$ (6,139,796)
EBITDAR														
Net Income (Loss)		\$ (14,477)	\$ (443,575)	\$ (240,598)	\$ (236,551)	\$ (696,098)	\$ (1,069,958)	\$ (1,054,331)	\$ (614,819)	\$ (662,595)	\$ (533,901)	\$ (428,424)	\$ (144,469)	\$ (6,139,796)
Add: Amortization		\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Add: Rent Expense (ROU Interest)		\$ 236,305	\$ 236,305	\$ 236,305	\$ 236,305	\$ 236,305	\$ 236,305	\$ 236,305	\$ 236,305	\$ 236,305	\$ 236,305	\$ 236,305	\$ 236,305	\$ 2,835,665
Interest Expense		\$ 1,548	\$ 826	\$ 947	\$ 2,062	\$ 669	\$ 4,412	\$ 5,396	\$ 2,969	\$ 16,575	\$ 12,943	\$ 8,131	\$ 16,614	\$ 73,091
Subtotal, Reported EBITDA		\$ 223,376	\$ (206,443)	\$ (3,346)	\$ 1,816	\$ (459,123)	\$ (829,241)	\$ (812,630)	\$ (375,545)	\$ (409,715)	\$ (284,653)	\$ (183,988)	\$ 108,450	\$ (3,231,040)
Estimated One-time/Non-Recurring Items														
Excess Credits						\$ 5,701	\$ 14,115	\$ 24,542	\$ 27,908	\$ 37,242	\$ 12,951	\$ 12,418	\$ 15,178	\$ 150,056
Excess Client Claims		\$ 2,592	\$ -	\$ -	\$ 51,531	\$ 60,024	\$ 60,947	\$ -	\$ -	\$ 50,312	\$ 56,796	\$ 51,905	\$ -	\$ 334,107
Excess Transportation						\$ 17,175	\$ -	\$ 74,229	\$ 9,276	\$ -	\$ -	\$ -	\$ -	\$ 100,679
Excess IT		\$ (93,012)	\$ 138,038	\$ 36,892	\$ 99,307	\$ 146,141	\$ 382,764	\$ 121,113	\$ 212,034	\$ 59,801	\$ 40,603	\$ (110,807)	\$ (169,499)	\$ 863,374
Excess Accounting & one-time professional		\$ 1,042	\$ 58,996	\$ 90,261	\$ 56,648	\$ 39,357	\$ 75,951	\$ 31,656	\$ 10,393	\$ 15,730	\$ 6,228	\$ 11,270	\$ 54,593	\$ 452,123
Est. Contribution on Lost Sales						\$ 236,783	\$ 427,754	\$ 573,192	\$ 323,134	\$ 488,467	\$ 287,116	\$ 420,754	\$ 98,499	\$ 2,855,699
Excess Direct Labor & Benefits		?	?	?	?	?	?	?	?	?	?	?	?	\$ -
Excess Temp Labor Costs		\$ 4,267	\$ 71,990	\$ 32,955	\$ 23,239	\$ 10,892	\$ 8,237	\$ 15,453	\$ -	\$ 5,264	\$ 13,025	\$ 3,442	\$ 10,348	\$ 199,112
Excess Warehouse Supplies		\$ 31,751	\$ 25,914	\$ 9,097	\$ 25,010	\$ 26,299	\$ -	\$ 40,020	\$ 2,121	\$ -	\$ 8,173	\$ 8,209	\$ -	\$ 176,595
Excess Warehouse Equip Lease Cost		?	?	?	?	?	?	?	?	?	?	?	?	\$ -
Excess repairs/equip expenses		\$ -	\$ -	\$ 35,275	\$ 15,676	\$ 22,163	\$ 26,972	\$ -	\$ 8,605	\$ -	\$ -	\$ 6,982	\$ -	\$ 115,674
Excess Insurance					\$ 19,680	\$ 27,673	\$ 35,315	\$ 34,201	\$ -	\$ 35,746	\$ 44,698	\$ 46,517	\$ 41,688	\$ 285,519
?														\$ -
Recasted EBITDAR		\$ 170,017	\$ 88,494	\$ 201,134	\$ 292,907	\$ 133,084	\$ 202,815	\$ 101,777	\$ 217,927	\$ 232,534	\$ 178,455	\$ 271,593	\$ 211,162	\$ 2,301,899
Rent Expense		\$ (236,305)	\$ (236,305)	\$ (236,305)	\$ (236,305)	\$ (236,305)	\$ (236,305)	\$ (236,305)	\$ (236,305)	\$ (236,305)	\$ (236,305)	\$ (236,305)	\$ (236,305)	\$ (2,835,665)
Recasted EBITDA		\$ (66,289)	\$ (147,811)	\$ (35,171)	\$ 56,602	\$ (103,221)	\$ (33,490)	\$ (134,528)	\$ (18,379)	\$ (3,771)	\$ (57,851)	\$ 35,287	\$ (25,143)	\$ (533,766)

Antico Cold Management LLC and Subsidiary Consolidated Statement of Cash Flows														
														12 Mos
		1/31/2023	2/28/2023	3/31/2023	4/30/2023	5/31/2023	6/30/2023	7/31/2023	8/31/2023	9/30/2023	10/31/2023	11/30/2023	12/31/2023	12/31/2023
Net Income (Loss)		\$ (14,279)	\$ (443,575)	\$ (240,598)	\$ (236,551)	\$ (696,098)	\$ (1,069,958)	\$ (1,054,331)	\$ (614,819)	\$ (662,595)	\$ (533,901)	\$ (428,424)	\$ (144,469)	\$ (6,139,598)
Depreciation		\$ 5,929	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 5,929
Amortization														\$ -
Free Rent, net of Amortization		\$ 1,975,297	\$ 219,477	\$ 219,477	\$ 139,084	\$ 8,881	\$ 8,881	\$ 8,881	\$ 8,881	\$ 8,881	\$ 8,881	\$ 8,881	\$ 8,881	\$ 2,624,383
Operating Activities														
Decrease (Increase) in Accounts Receivable		\$ (122,815)	\$ (361,175)	\$ 327,501	\$ (286,331)	\$ 221,666	\$ 46,378	\$ (147,969)	\$ (180,361)	\$ 174,873	\$ 113,534	\$ (12,498)	\$ (131,200)	\$ (358,396)
Decrease (Increase) in Prepaids and Other		\$ 24,415	\$ 30,761	\$ (114,783)	\$ (181,476)	\$ 50,158	\$ 80,264	\$ 56,263	\$ 56,746	\$ (74,811)	\$ 42,982	\$ 9,278	\$ 50,325	\$ 30,121
Decrease (Increase) in Other Assets		\$ -	\$ -	\$ 247,500	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 247,500
Increase (Decrease) in Accounts Payable		\$ 116,165	\$ 750,895	\$ (519,373)	\$ 259,645	\$ 597,196	\$ 460,079	\$ 532,320	\$ 432,590	\$ 675,293	\$ 4,847	\$ 122,552	\$ 334,894	\$ 3,767,104
Increase (Decrease) in Accrue Expenses and Other		\$ (57,676)	\$ (13,160)	\$ (27,716)	\$ (2,038)	\$ (11,152)	\$ (17,734)	\$ 113,011	\$ (107,677)	\$ 9,407	\$ (2,988)	\$ (10,175)	\$ (9,500)	\$ (137,398)
														\$ -
Cash provided by (used in) Operating activities		\$ 1,927,035	\$ 183,224	\$ (107,991)	\$ (307,668)	\$ 170,652	\$ (492,090)	\$ (491,824)	\$ (404,640)	\$ 131,047	\$ (366,645)	\$ (310,385)	\$ 108,931	\$ 39,646
Investment Activities														
Investment in Leasehold Improvements and Equipment		\$ (83,299)	\$ (94,990)	\$ 1,473	\$ (34,081)	\$ (125)	\$ (28,441)	\$ (185)	\$ (9,400)	\$ -	\$ (8,732)	\$ (6,433)	\$ -	\$ (264,212)
Improvements paid by landlords		\$ 1,462,923	\$ -	\$ -	\$ -	\$ -	\$ 386,206	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 1,849,129
Investment in Software and IT Costs		\$ (191,606)	\$ (158,722)	\$ (76,255)	\$ (231,846)	\$ (36,895)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ (695,325)
														\$ -
Cash provided by (Used in) Investing Activities		\$ 1,188,017	\$ (253,712)	\$ (74,782)	\$ (265,928)	\$ (37,020)	\$ 357,766	\$ (185)	\$ (9,400)	\$ -	\$ (8,732)	\$ (6,433)	\$ -	\$ 889,592
Financing Activities														
Borrowings (repayments) on line of Credit		\$ (0)	\$ 69,684	\$ (49,555)	\$ 400,811	\$ 167,915	\$ 83,012	\$ (671,867)	\$ 639,399	\$ 9,156	\$ 71,338	\$ (86,139)	\$ (103,665)	\$ 530,090
Bank Term Debt		\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 1,000,000	\$ -	\$ (16,668)	\$ (16,668)	\$ (16,668)	\$ (16,668)	\$ 933,329
Payments on bank term debt														\$ -
Other Term Debt		\$ -	\$ -	\$ -	\$ -	\$ -	\$ 125,000	\$ -	\$ (125,000)	\$ -	\$ -	\$ -	\$ -	\$ -
Owners' capital infusion		\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 250,015	\$ 250,005	\$ -	\$ -	\$ -	\$ -	\$ 500,020
Tax Distributions		\$ -	\$ -	\$ -	\$ (62,000)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ (62,000)
Right of Use Assets, Operating lease, net changes		\$ 2,011	\$ (2,684)	\$ (2,628)	\$ (2,661)	\$ (2,651)	\$ (2,684)	\$ (2,674)	\$ (2,686)	\$ (2,718)	\$ (2,709)	\$ (2,741)	\$ (2,733)	\$ (27,556)
Right of Use Assets, Financing lease, net changes		\$ (3,201,914)	\$ 16,828	\$ 16,828	\$ 16,828	\$ 16,828	\$ 16,828	\$ 16,828	\$ 16,828	\$ 16,828	\$ 16,828	\$ 16,828	\$ 16,828	\$ (3,016,806)
														\$ -
Cash provided by (Used in) Financing Activities		\$ (3,199,902)	\$ 83,828	\$ (35,355)	\$ 352,978	\$ 182,093	\$ 222,156	\$ 592,302	\$ 778,546	\$ 6,599	\$ 68,789	\$ (88,719)	\$ (106,238)	\$ (1,142,923)
Net Cash Provided (Used)		\$ (84,851)	\$ 13,339	\$ (218,128)	\$ (220,617)	\$ 315,725	\$ 87,832	\$ 100,292	\$ 364,507	\$ 137,647	\$ (306,587)	\$ (405,537)	\$ 2,693	\$ (213,686)
Cash, Beginning		\$ 225,926	\$ 141,075	\$ 154,415	\$ (63,714)	\$ (284,331)	\$ 31,394	\$ 119,226	\$ 219,518	\$ 584,025	\$ 721,671	\$ 415,084	\$ 9,547	\$ 225,926
Cash, Ending		\$ 141,075	\$ 154,415	\$ (63,714)	\$ (284,331)	\$ 31,394	\$ 119,226	\$ 219,518	\$ 584,025	\$ 721,671	\$ 415,084	\$ 9,547	\$ 12,240	\$ 12,240
		\$ (0)	\$ (0)	\$ (0)	\$ (0)	\$ (0)	\$ (0)	\$ (0)	\$ (0)	\$ (0)	\$ (0)	\$ (0)	\$ (0)	

SHORT YEAR INITIAL RETURN

Form **1065**
Department of the Treasury
Internal Revenue Service

U.S. Return of Partnership Income

OMB No. 1545-0123

2022For calendar year 2022, or tax year beginning 03/15, 2022, ending 12/31, 20 22.Go to www.irs.gov/Form1065 for instructions and the latest information.

A Principal business activity	Name of partnership	D Employer identification number
STORAGE	ARTICO COLD MANAGEMENT LLC	
B Principal product or service	Number, street, and room or suite no. If a P.O. box, see instructions.	E Date business started
WEARHOUSE AND	1556 W 43RD ST.	03/15/2022
COLD STORAGE	City or town, state or province, country, and ZIP or foreign postal code	F Total assets (see instructions)
C Business code number	CHICAGO, IL 60609	\$ 51,474,358.
493100		

G Check applicable boxes: (1) ☒ Initial return (2) ☐ Final return (3) ☐ Name change (4) ☐ Address change (5) ☐ Amended return

H Check accounting method: (1) ☐ Cash (2) ☒ Accrual (3) ☐ Other (specify):

I Number of Schedules K-1. Attach one for each person who was a partner at any time during the tax year: 8

J Check if Schedules C and M-3 are attached: ☒

K Check if partnership: (1) ☐ Aggregated activities for section 465 at-risk purposes (2) ☐ Grouped activities for section 469 passive activity purposes

Caution: Include **only** trade or business income and expenses on lines 1a through 22 below. See instructions for more information.

Income	1a Gross receipts or sales.	1a	11,144,989.	
	b Returns and allowances.	1b	252,803.	
	c Balance. Subtract line 1b from line 1a.	1c	10,892,186.	
	2 Cost of goods sold (attach Form 1125-A).	2	5,186,477.	
	3 Gross profit. Subtract line 2 from line 1c.	3	5,705,709.	
	4 Ordinary income (loss) from other partnerships, estates, and trusts (attach statement).	4		
	5 Net farm profit (loss) (attach Schedule F (Form 1040)).	5		
	6 Net gain (loss) from Form 4797, Part II, line 17 (attach Form 4797).	6		
7 Other income (loss) (attach statement).	7	SEE. STATEMENT. 1.	633,103.	
8 Total income (loss). Combine lines 3 through 7.	8		6,338,812.	
Deductions (see instructions for limitations)	9 Salaries and wages (other than to partners) (less employment credits).	9		1,471,558.
	10 Guaranteed payments to partners.	10		
	11 Repairs and maintenance.	11		91,899.
	12 Bad debts.	12		
	13 Rent.	13		NONE
	14 Taxes and licenses.	14	SEE. STATEMENT. 1.	153,438.
	15 Interest (see instructions).	15	SEE. STATEMENT. 1.	314,611.
	16a Depreciation (if required, attach Form 4562).	16a	597,847.	
	b Less depreciation reported on Form 1125-A and elsewhere on return.	16b		597,847.
	17 Depletion (Do not deduct oil and gas depletion.)	17		
	18 Retirement plans, etc.	18		
	19 Employee benefit programs.	19		297,427.
20 Other deductions (attach statement).	20	SEE. STATEMENT. 1.	2,677,940.	
21 Total deductions. Add the amounts shown in the far right column for lines 9 through 20.	21		5,604,720.	
22 Ordinary business income (loss). Subtract line 21 from line 8.	22		734,092.	
Tax and Payment	23 Interest due under the look-back method - completed long-term contracts (attach Form 8697).	23		
	24 Interest due under the look-back method - income forecast method (attach Form 8866).	24		
	25 BBA AAR imputed underpayment (see instructions).	25		
	26 Other taxes (see instructions).	26		
	27 Total balance due. Add lines 23 through 26.	27		
	28 Payment (see instructions).	28		
	29 Amount owed. If line 28 is smaller than line 27, enter amount owed.	29		
	30 Overpayment. If line 28 is larger than line 27, enter overpayment.	30		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than partner or limited liability company member) is based on all information of which preparer has any knowledge.

MEMBER

RICHARD TAVERAS

Signature of partner or limited liability company member

Date

May the IRS discuss this return with the preparer shown below? See instructions. ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
WILLIAM G ANDREOZZI		09/12/2023		P00177955
Firm's name	Firm's EIN			
MILLER, COOPER & CO., LTD.				
Firm's address	Phone no.			
1751 LAKE COOK ROAD, SUITE 400				
DEERFIELD, IL 60015	847-205-5000			

For Paperwork Reduction Act Notice, see separate instructions.

Form **1065** (2022)

JSA 2P1010 1.000

3400TX 4116 09/12/2023 11:09:03 V22-6.7F 09004.03

Form 1065 (2022) **ARTICO COLD MANAGEMENT LLC**87-3660106 Page **2****Schedule B Other Information**

1 What type of entity is filing this return? Check the applicable box:					Yes	No
a	<input type="checkbox"/> Domestic general partnership	b	<input type="checkbox"/> Domestic limited partnership			
c	<input checked="" type="checkbox"/> Domestic limited liability company	d	<input type="checkbox"/> Domestic limited liability partnership			
e	<input type="checkbox"/> Foreign partnership	f	<input type="checkbox"/> Other:			
2 At the end of the tax year:						
a Did any foreign or domestic corporation, partnership (including any entity treated as a partnership), trust, or tax-exempt organization, or any foreign government own, directly or indirectly, an interest of 50% or more in the profit, loss, or capital of the partnership? For rules of constructive ownership, see instructions. If "Yes," attach Schedule B-1, Information on Partners Owning 50% or More of the Partnership					X	
b Did any individual or estate own, directly or indirectly, an interest of 50% or more in the profit, loss, or capital of the partnership? For rules of constructive ownership, see instructions. If "Yes," attach Schedule B-1, Information on Partners Owning 50% or More of the Partnership					X	
3 At the end of the tax year, did the partnership:						
a Own directly 20% or more, or own, directly or indirectly, 50% or more of the total voting power of all classes of stock entitled to vote of any foreign or domestic corporation? For rules of constructive ownership, see instructions. If "Yes," complete (i) through (iv) below					X	
(i) Name of Corporation				(ii) Employer Identification Number (if any)	(iii) Country of Incorporation	(iv) Percentage Owned in Voting Stock
b Own directly an interest of 20% or more, or own, directly or indirectly, an interest of 50% or more in the profit, loss, or capital in any foreign or domestic partnership (including an entity treated as a partnership) or in the beneficial interest of a trust? For rules of constructive ownership, see instructions. If "Yes," complete (i) through (v) below					X	
(i) Name of Entity		(ii) Employer Identification Number (if any)	(iii) Type of Entity	(iv) Country of Organization	(v) Maximum Percentage Owned in Profit, Loss, or Capital	
4 Does the partnership satisfy all four of the following conditions?						
a The partnership's total receipts for the tax year were less than \$250,000.						
b The partnership's total assets at the end of the tax year were less than \$1 million.						
c Schedules K-1 are filed with the return and furnished to the partners on or before the due date (including extensions) for the partnership return.						
d The partnership is not filing and is not required to file Schedule M-3. If "Yes," the partnership is not required to complete Schedules L, M-1, and M-2; item F on page 1 of Form 1065; or item L on Schedule K-1.					X	
5 Is this partnership a publicly traded partnership, as defined in section 469(k)(2)?					X	
6 During the tax year, did the partnership have any debt that was canceled, was forgiven, or had the terms modified so as to reduce the principal amount of the debt?					X	
7 Has this partnership filed, or is it required to file, Form 8918, Material Advisor Disclosure Statement, to provide information on any reportable transaction?					X	
8 At any time during calendar year 2022, did the partnership have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)? See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). If "Yes," enter the name of the foreign country					X	
9 At any time during the tax year, did the partnership receive a distribution from, or was it the grantor of, or transferor to, a foreign trust? If "Yes," the partnership may have to file Form 3520, Annual Return To Report Transactions With Foreign Trusts and Receipt of Certain Foreign Gifts. See instructions					X	
10 a Is the partnership making, or had it previously made (and not revoked), a section 754 election? See instructions for details regarding a section 754 election.					X	
b Did the partnership make for this tax year an optional basis adjustment under section 743(b) or 734(b)? If "Yes," attach a statement showing the computation and allocation of the basis adjustment. See instructions					X	
c Is the partnership required to adjust the basis of partnership assets under section 743(d) or 734(b) because of a substantial built-in loss (as defined under section 743(d)) or substantial basis reduction (as defined under section 734(d))? If "Yes," attach a statement showing the computation and allocation of the basis adjustment. See instructions					X	

Form 1065 (2022) ARTICO COLD MANAGEMENT LLC

87-3660106 Page 3

Schedule B Other Information (continued)

	Yes	No
11 Check this box if, during the current or prior tax year, the partnership distributed any property received in a like-kind exchange or contributed such property to another entity (other than disregarded entities wholly owned by the partnership throughout the tax year) <input type="checkbox"/>		
12 At any time during the tax year, did the partnership distribute to any partner a tenancy-in-common or other undivided interest in partnership property?		X
13 If the partnership is required to file Form 8858, Information Return of U.S. Persons With Respect to Foreign Disregarded Entities (FDEs) and Foreign Branches (FBs), enter the number of Forms 8858 attached. See instructions.		
14 Does the partnership have any foreign partners? If "Yes," enter the number of Forms 8805, Foreign Partner's Information Statement of Section 1446 Withholding Tax, filed for this partnership		X
15 Enter the number of Forms 8865, Return of U.S. Persons With Respect to Certain Foreign Partnerships, attached to this return		
16a Did you make any payments in 2022 that would require you to file Form(s) 1099? See instructions	X	
b If "Yes," did you or will you file required Form(s) 1099?	X	
17 Enter the number of Forms 5471, Information Return of U.S. Persons With Respect to Certain Foreign Corporations, attached to this return		
18 Enter the number of partners that are foreign governments under section 892		
19 During the partnership's tax year, did the partnership make any payments that would require it to file Forms 1042 and 1042-S under chapter 3 (sections 1441 through 1464) or chapter 4 (sections 1471 through 1474)?		X
20 Was the partnership a specified domestic entity required to file Form 8938 for the tax year? See the Instructions for Form 8938		X
21 Is the partnership a section 721(c) partnership, as defined in Regulations section 1.721(c)-1(b)(14)?		X
22 During the tax year, did the partnership pay or accrue any interest or royalty for which one or more partners are not allowed a deduction under section 267A? See instructions If "Yes," enter the total amount of the disallowed deductions \$		X
23 Did the partnership have an election under section 163(j) for any real property trade or business or any farming business in effect during the tax year? See instructions		X
24 Does the partnership satisfy one or more of the following? See instructions X a The partnership owns a pass-through entity with current, or prior year carryover, excess business interest expense. b The partnership's aggregate average annual gross receipts (determined under section 448(c)) for the 3 tax years preceding the current tax year are more than \$27 million and the partnership has business interest expense. c The partnership is a tax shelter (see instructions) and the partnership has business interest expense. If "Yes" to any, complete and attach Form 8990.		
25 Is the partnership attaching Form 8996 to certify as a Qualified Opportunity Fund? If "Yes," enter the amount from Form 8996, line 15 \$		X
26 Enter the number of foreign partners subject to section 864(c)(8) as a result of transferring all or a portion of an interest in the partnership or of receiving a distribution from the partnership. Complete Schedule K-3 (Form 1065), Part XIII, for each foreign partner subject to section 864(c)(8) on a transfer or distribution.		
27 At any time during the tax year, were there any transfers between the partnership and its partners subject to the disclosure requirements of Regulations section 1.707-8?		X
28 Since December 22, 2017, did a foreign corporation directly or indirectly acquire substantially all of the properties constituting a trade or business of your partnership, and was the ownership percentage (by vote or value) for purposes of section 7874 greater than 50% (for example, the partners held more than 50% of the stock of the foreign corporation)? If "Yes," list the ownership percentage by vote and by value. See instructions. Percentage: By vote: By value:		X
29 Reserved for future use.		
30 Is the partnership electing out of the centralized partnership audit regime under section 6221(b)? See instructions. If "Yes," the partnership must complete Schedule B-2 (Form 1065). Enter the total from Schedule B-2, Part III, line 3 If "No," complete Designation of Partnership Representative below.		X

Designation of Partnership Representative (see instructions)

Enter below the information for the partnership representative (PR) for the tax year covered by this return.

Name of PR RICHARD TAVERASU.S. address of PR 842 HARLEM AVE.
RIVER FOREST, IL 60305U.S. phone number of PR (779) 235-5438

If the PR is an entity, name of the designated individual for the PR

U.S. address of designated individual
U.S. phone number of designated individual

Form 1065 (2022) **ARTICO COLD MANAGEMENT LLC**

87-3660106 Page **4**

Schedule K Partners' Distributive Share Items		Total amount
Income (Loss)	1 Ordinary business income (loss) (page 1, line 22)	1 734,092.
	2 Net rental real estate income (loss) (attach Form 8825)	2
	3a Other gross rental income (loss)	3a
	b Expenses from other rental activities (attach statement)	3b
	c Other net rental income (loss). Subtract line 3b from line 3a	3c
	4 Guaranteed payments: a Services 4a b Capital 4b	4c
	c Total. Add lines 4a and 4b.	4c
	5 Interest income	5
	6 Dividends and dividend equivalents: a Ordinary dividends	6a
	b Qualified dividends 6b c Dividend equivalents 6c	6c
	7 Royalties	7
8 Net short-term capital gain (loss) (attach Schedule D (Form 1065))	8	
9a Net long-term capital gain (loss) (attach Schedule D (Form 1065))	9a	
b Collectibles (28%) gain (loss)	9b	
c Unrecaptured section 1250 gain (attach statement)	9c	
10 Net section 1231 gain (loss) (attach Form 4797)	10	
11 Other income (loss) (see instructions) Type:	11	
Deductions	12 Section 179 deduction (attach Form 4562)	12
	13a Contributions	13a
	b Investment interest expense	13b
	c Section 59(e)(2) expenditures: (1) Type: (2) Amount:	13c(2)
d Other deductions (see instructions) Type:	13d 819,023.	
Self-Employment	14a Net earnings (loss) from self-employment	14a
	b Gross farming or fishing income	14b
	c Gross nonfarm income	14c
Credits	15a Low-income housing credit (section 42(j)(5))	15a
	b Low-income housing credit (other)	15b
	c Qualified rehabilitation expenditures (rental real estate) (attach Form 3468, if applicable)	15c
	d Other rental real estate credits (see instructions) Type:	15d
	e Other rental credits (see instructions) Type:	15e
	f Other credits (see instructions) Type:	15f 34,044.
Inter-national	16 Attach Schedule K-2 (Form 1065), Partners' Distributive Share Items - International, and check this box to indicate that you are reporting items of international tax relevance	<input checked="" type="checkbox"/>
Alternative Minimum Tax (AMT) Items	17a Post-1986 depreciation adjustment	17a
	b Adjusted gain or loss	17b
	c Depletion (other than oil and gas)	17c
	d Oil, gas, and geothermal properties - gross income	17d
	e Oil, gas, and geothermal properties - deductions	17e
	f Other AMT items (attach statement)	17f
Other Information	18a Tax-exempt interest income	18a
	b Other tax-exempt income	18b
	c Nondeductible expenses	18c
	19a Distributions of cash and marketable securities	19a
	b Distributions of other property	19b
	20a Investment income	20a
	b Investment expenses	20b
	c Other items and amounts (attach statement)	
21 Total foreign taxes paid or accrued	21	

Form **1065** (2022)

Analysis of Net Income (Loss) per Return

1 Net income (loss). Combine Schedule K, lines 1 through 11. From the result, subtract the sum of Schedule K, lines 12 through 13d, and 21						1	-84,931.
2 Analysis by partner type:	(i) Corporate	(ii) Individual (active)	(iii) Individual (passive)	(iv) Partnership	(v) Exempt Organization	(vi) Nominee/Other	
a General partners							
b Limited partners			-28,311.	-28,309.		-28,311.	

Schedule L Balance Sheets per Books		Beginning of tax year		End of tax year	
Assets		(a)	(b)	(c)	(d)
1 Cash			NONE		225,926.
2a Trade notes and accounts receivable		NONE		1,068,780.	
b Less allowance for bad debts		NONE	NONE	50,370.	1,018,410.
3 Inventories					
4 U.S. Government obligations					
5 Tax-exempt securities					
6 Other current assets (attach statement)	STMT 3		NONE		2,482,988.
7a Loans to partners (or persons related to partners)			NONE		350,000.
b Mortgage and real estate loans					
8 Other investments (attach statement)					
9a Buildings and other depreciable assets		NONE		1,406,283.	
b Less accumulated depreciation		NONE	NONE	83,209.	1,323,074.
10a Depletable assets					
b Less accumulated depletion					
11 Land (net of any amortization)				42,801.	
12a Intangible assets (amortizable only)		NONE		3,035.	39,766.
b Less accumulated amortization		NONE	NONE		
13 Other assets (attach statement)	STMT 3		NONE		46,034,194.
14 Total assets			NONE		51,474,358.
Liabilities and Capital					
15 Accounts payable			NONE		659,492.
16 Mortgages, notes, bonds payable in less than 1 year					
17 Other current liabilities (attach statement)	STMT 3		NONE		1,893,309.
18 All nonrecourse loans					
19a Loans from partners (or persons related to partners)					
b Mortgages, notes, bonds payable in 1 year or more					
20 Other liabilities (attach statement)	STMT 3		NONE		49,424,466.
21 Partners' capital accounts			NONE		-502,909.
22 Total liabilities and capital			NONE		51,474,358.

Schedule M-1 Reconciliation of Income (Loss) per Books With Analysis of Net Income (Loss) per Return

Note: The partnership may be required to file Schedule M-3. See instructions.

1 Net income (loss) per books		6 Income recorded on books this year not included on Schedule K, lines 1 through 11 (itemize):	
2 Income included on Schedule K, lines 1, 2, 3c, 5, 6a, 7, 8, 9a, 10, and 11, not recorded on books this year (itemize):		a Tax-exempt interest \$	
3 Guaranteed payments (other than health insurance)		7 Deductions included on Schedule K, lines 1 through 13d, and 21, not charged against book income this year (itemize):	
4 Expenses recorded on books this year not included on Schedule K, lines 1 through 13d, and 21 (itemize):		a Depreciation \$	
a Depreciation \$			
b Travel and entertainment \$			
5 Add lines 1 through 4		8 Add lines 6 and 7	
		9 Income (loss) (Analysis of Net Income (Loss), line 1). Subtract line 8 from line 5	

Schedule M-2 Analysis of Partners' Capital Accounts

1 Balance at beginning of year	NONE	6 Distributions: a Cash	
2 Capital contributed: a Cash	900,000.	b Property	
b Property		7 Other decreases (itemize):	
3 Net income (loss) (see instructions)	-84,931.		
4 Other increases (itemize):		8 Add lines 6 and 7	
5 Add lines 1 through 4	815,069.	9 Balance at end of year. Subtract line 8 from line 5	815,069.

Form **1125-A**
(Rev. November 2018)
Department of the Treasury
Internal Revenue Service
Name

Cost of Goods Sold

▶ Attach to Form 1120, 1120-C, 1120-F, 1120S, or 1065.
▶ Go to www.irs.gov/Form1125A for the latest information.

OMB No. 1545-0123

ARTICO COLD MANAGEMENT LLC		Employer identification number	87-3660106
1	Inventory at beginning of year	1	
2	Purchases	2	5,186,477.
3	Cost of labor	3	
4	Additional section 263A costs (attach schedule).	4	
5	Other costs (attach schedule).	5	
6	Total. Add lines 1 through 5	6	5,186,477.
7	Inventory at end of year	7	
8	Cost of goods sold. Subtract line 7 from line 6. Enter here and on Form 1120, page 1, line 2 or the appropriate line of your tax return. See instructions.	8	5,186,477.
9a Check all methods used for valuing closing inventory:			
(i) <input type="checkbox"/> Cost			
(ii) <input type="checkbox"/> Lower of cost or market			
(iii) <input type="checkbox"/> Other (Specify method used and attach explanation.) ▶			
b Check if there was a writedown of subnormal goods <input type="checkbox"/>			
c Check if the LIFO inventory method was adopted this tax year for any goods (if checked, attach Form 970). <input type="checkbox"/>			
d If the LIFO inventory method was used for this tax year, enter amount of closing inventory computed under LIFO. 9d			
e If property is produced or acquired for resale, do the rules of section 263A apply to the entity? See instructions . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
f Was there any change in determining quantities, cost, or valuations between opening and closing inventory? If "Yes," attach explanation <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			

Section references are to the Internal Revenue Code unless otherwise noted.

What's New

Small business taxpayers. For tax years beginning after December 31, 2017, the following apply.

- A small business taxpayer (defined below), may use a method of accounting for inventories that either: (1) treats inventories as nonincidental materials and supplies, or (2) conforms to the taxpayer's financial accounting treatment of inventories.
- A small business taxpayer is not required to capitalize costs under section 263A.

General Instructions

Purpose of Form

Use Form 1125-A to calculate and deduct cost of goods sold for certain entities.

Who Must File

Filers of Form 1120, 1120-C, 1120-F, 1120S, or 1065, must complete and attach Form 1125-A if the applicable entity reports a deduction for cost of goods sold.

Inventories

Generally, inventories are required at the beginning and end of each tax year if the production, purchase, or sale of

merchandise is an income-producing factor. See Regulations section 1.471-1. If inventories are required, you generally must use an accrual method of accounting for sales and purchases of inventory items.

Exception for certain taxpayers. A small business taxpayer (defined below), can adopt or change its accounting method to account for inventories in the same manner as material and supplies that are non-incidental, or conform to its treatment of inventories in an applicable financial statement (as defined in section 451(b)(3)), or if it does not have an applicable financial statement, the method of accounting used in its books and records prepared in accordance with its accounting procedures. See section 471(c)(3).

A small business taxpayer claiming exemption from the requirement to keep inventories is changing its method of accounting for purposes of section 481. For additional guidance on this method of accounting, see Pub. 538, Accounting Periods and Methods. For guidance on changing to this method of accounting, see Form 3115 and the Instructions for Form 3115.

Small business taxpayer. A small business taxpayer is a taxpayer that (a) has average annual gross receipts of \$25 million or less (indexed for inflation) for the 3 prior tax years, and (b) is not a tax shelter (as defined in section 448(d)(3)). See Pub. 538.

Uniform capitalization rules. The uniform capitalization rules of section 263A generally require you to capitalize, or include in inventory, certain costs incurred in connection with the following.

- The production of real property and tangible personal property held in inventory or held for sale in the ordinary course of business.
- Real property or personal property (tangible and intangible) acquired for resale.
- The production of real property and tangible personal property for use in its trade or business or in an activity engaged in for profit.

A small business taxpayer (defined above) is not required to capitalize costs under section 263A. See section 263A(i).

See the discussion on section 263A uniform capitalization rules in the instructions for your tax return before completing Form 1125-A. Also see Regulations sections 1.263A-1 through 1.263A-3. See Regulations section 1.263A-4 for rules for property produced in a farming business.

SCHEDULE C
(Form 1065)

(Rev. December 2014)

Department of the Treasury
Internal Revenue Service

Additional Information for Schedule M-3 Filers

▶ Attach to Form 1065. See separate instructions.

▶ Information about Schedule C (Form 1065) and its instructions is at www.irs.gov/form1065.

OMB No. 1545-0123

Name of partnership

ARTICO COLD MANAGEMENT LLC

Employer identification number

87-3660106

- | | Yes | No |
|--|-----|----|
| 1 At any time during the tax year, were there any transfers between the partnership and its partners subject to the disclosure requirements of Regulations section 1.707-8? | | X |
| 2 Does any amount reported on Schedule M-3, Part II, lines 7 or 8, column (d), reflect allocations to this partnership from another partnership of income, gain, loss, deduction, or credit that are disproportionate to this partnership's share of capital in such partnership or its ratio for sharing other items of such partnership? | | X |
| 3 At any time during the tax year, did the partnership sell, exchange, or transfer any interest in an intangible asset to a related person as defined in sections 267(b) and 707(b)(1)? | | X |
| 4 At any time during the tax year, did the partnership acquire any interest in an intangible asset from a related person as defined in sections 267(b) and 707(b)(1)? | | X |
| 5 At any time during the tax year, did the partnership make any change in accounting principle for financial accounting purposes? See instructions for a definition of change in accounting principle | | X |
| 6 At any time during the tax year, did the partnership make any change in a method of accounting for U.S. income tax purposes? | | X |

For Paperwork Reduction Act Notice, see the Instructions for Form 1065.

Schedule C (Form 1065) (Rev. 12-2014)

SCHEDULE K-2
(Form 1065)

Department of the Treasury
Internal Revenue Service

Partners' Distributive Share Items - International

Attach to Form 1065.

Go to www.irs.gov/Form1065 for instructions and the latest information.

OMB No. 1545-0123

2022

Name of partnership

ARTICO COLD MANAGEMENT LLC

Employer identification number (EIN)

87-3660106

A Is the partnership a withholding foreign partnership?

☐ Yes ☒ No If "Yes," enter your WP-EIN:

B Is the partnership (including the home office or any branch) a qualified derivatives dealer?

☐ Yes ☒ No If "Yes," enter your QI-EIN:

C Check to indicate the parts of Schedule K-2 that apply

	Yes	No	Yes	No	Yes	No
1 Does Part I apply? If "Yes," complete and attach Part I			<input checked="" type="checkbox"/>		7 Does Part VII apply? If "Yes," complete and attach Part VII	<input checked="" type="checkbox"/>
2 Does Part II apply? If "Yes," complete and attach Part II.			<input checked="" type="checkbox"/>		8 Does Part VIII apply? If "Yes," complete and attach Part VIII.	<input checked="" type="checkbox"/>
3 Does Part III apply? If "Yes," complete and attach Part III			<input checked="" type="checkbox"/>		9 Does Part IX apply? If "Yes," complete and attach Part IX	<input checked="" type="checkbox"/>
4 Does Part IV apply? If "Yes," complete and attach Part IV				<input checked="" type="checkbox"/>	10 Does Part X apply? If "Yes," complete and attach Part X.	<input checked="" type="checkbox"/>
5 Does Part V apply? If "Yes," complete and attach Part V				<input checked="" type="checkbox"/>	11 Does Part XI apply? If "Yes," complete and attach Part XI	<input checked="" type="checkbox"/>
6 Does Part VI apply? If "Yes," complete and attach Part VI				<input checked="" type="checkbox"/>	12 Reserved for future use	<input checked="" type="checkbox"/>

Part I Partnership's Other Current Year International Information

Check box(es) for additional specified attachments. See instructions.

- ☐ 1. Gain on personal property sale
☐ 2. Foreign oil and gas taxes
☐ 3. Splitter arrangements
☐ 4. Foreign tax translation
☐ 5. High-taxed income
☐ 6. Section 267A disallowed deduction
☒ 7. Form 8858 information

- ☐ 8. Form 5471 information
☐ 9. Other forms
☒ 10. Partner loan transactions
☐ 11. Dual consolidated loss
☐ 12. Reserved for future use
☐ 13. Other international items

(attach description and statement)

Part II Foreign Tax Credit Limitation

Section 1 - Gross Income

Description	(a) U.S. source	Foreign Source				(f) Sourced by partner	(g) Total
		(b) Foreign branch category income	(c) Passive category income	(d) General category income	(e) Other (category code _____)		
1 Sales							
A US	5,705,709.						5,705,709.
B							
C							
2 Gross income from performance of services							
A US							
B							
C							
3 Gross rental real estate income							
A US							
B							
C							
4 Other gross rental income							
A US							
B							
C							

For Paperwork Reduction Act Notice, see the Instructions for Form 1065.

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Schedule K-2 (Form 1065) 2022

Schedule K-2 (Form 1065) 2022

Name of partnership

ARTICO COLD MANAGEMENT LLC

EIN

87-3660106

Part II Foreign Tax Credit Limitation (continued)

Section 1 - Gross Income (continued)

Description	(a) U.S. source	Foreign Source				(f) Sourced by partner	(g) Total
		(b) Foreign branch category income	(c) Passive category income	(d) General category income	(e) Other (category code)		
5 Guaranteed payments							
6 Interest income							
A US							
B							
C							
7 Ordinary dividends (exclude amount on line 8)							
A US							
B							
C							
8 Qualified dividends							
A US							
B							
C							
9 Reserved for future use							
10 Royalties and license fees							
A US							
B							
C							
11 Net short-term capital gain							
A US							
B							
C							
12 Net long-term capital gain							
A US							
B							
C							
13 Collectibles (28%) gain							
A US							
B							
C							
14 Unrecaptured section 1250 gain							
A US							
B							
C							

USA
2P8002 1,000

Schedule K-2 (Form 1065) 2022

Schedule K-2 (Form 1065) 2022

Name of partnership **ARTICO COLD MANAGEMENT LLC** EIN **87-3660106**

Part II Foreign Tax Credit Limitation (continued)

Section 1 - Gross Income (continued)

Description	(a) U.S. source	Foreign Source				(f) Sourced by partner	(g) Total
		(b) Foreign branch category income	(c) Passive category income	(d) General category income	(e) Other (category code _____)		
15 Net section 1231 gain							
A US							
B							
C							
16 Section 986(c) gain							
17 Section 987 gain							
18 Section 988 gain							
19 Section 951(a) inclusions							
A US							
B							
C							
20 Other income (see instructions)							
A US	633,103.						633,103.
B							
C							
21 Reserved for future use							
A							
B							
C							
22 Reserved for future use							
A							
B							
C							
23 Reserved for future use							
A							
B							
C							
24 Total gross income (combine lines 1 through 23)	6,338,812.						6,338,812.
A US	6,338,812.						6,338,812.
B							
C							

Part II Foreign Tax Credit Limitation (continued)

Section 2 - Deductions

Description	(a) U.S. source	Foreign Source				(f) Sourced by partner	(g) Total
		(b) Foreign branch category income	(c) Passive category income	(d) General category income	(e) Other (category code)		
25 Expenses allocable to sales income	4,692,262.						4,692,262.
26 Expenses allocable to gross income from performances of services							
27 Net short-term capital loss							
28 Net long-term capital loss							
29 Collectibles loss							
30 Net section 1231 loss							
31 Other losses							
32 Research & experimental (R&E) expenses						NONE	NONE
A SIC code: 422							
B SIC code:							
C SIC code:							
33 Allocable rental expenses - depreciation, depletion, and amortization							
34 Allocable rental expenses - other than depreciation, depletion, and amortization							
35 Allocable royalty and licensing expenses - depreciation, depletion, and amortization	597,847.						597,847.
36 Allocable royalty and licensing expenses - other than depreciation, depletion, and amortization							
37 Depreciation not included on line 33 or 35							
38 Charitable contributions							
39 Interest expense specifically allocable under Regulations section 1.861-10(e) . .							
40 Other interest expense specifically allocable under Regulations section 1.861-10T							
41 Other interest expense - business						314,611.	314,611.
42 Other interest expense - investment							
43 Other interest expense - passive activity . .							
44 Section 59(e)(2) expenditures, excluding R&E expenses on line 32							
45 Foreign taxes not creditable but deductible							

Schedule K-2 (Form 1065) 2022

Name of partnership

EIN

ARTICO COLD MANAGEMENT LLC

87-3660106

Part II Foreign Tax Credit Limitation (continued)

Section 2 - Deductions (continued)

Description	(a) U.S. source	Foreign Source				(f) Sourced by partner	(g) Total
		(b) Foreign branch category income	(c) Passive category income	(d) General category income	(e) Other (category code _____)		
46 Section 986(c) loss							
47 Section 987 loss							
48 Section 988 loss							
49 Other allocable deductions (see instructions).						819,023.	819,023.
50 Other apportioned share of deductions (see instructions).							
51 Reserved for future use							
52 Reserved for future use							
53 Reserved for future use							
54 Total deductions (combine lines 25 through 53).	5,290,109.					1,133,634.	6,423,743.
55 Net income (loss) (subtract line 54 from line 24).	1,048,703.					-1,133,634.	-84,931.

Part III Other Information for Preparation of Form 1116 or 1118

Section 1 - R&E Expenses Apportionment Factors

Description	(a) U.S. source	Foreign Source				(f) Sourced by partner	(g) Total
		(b) Foreign branch category income	(c) Passive category income	(d) General category income	(e) Other (category code _____)		
1 Gross receipts by SIC code							
A SIC code: 422	10,892,186.						10,892,186.
B SIC code:							
C SIC code:							
D SIC code:							
E SIC code:							
F SIC code:							
2 Exclusive apportionment with respect to total R&E expenses entered on Part II, line 32. Enter the following.							
A R&E expense with respect to activity performed in the United States							
(i) SIC code 422						2A(i)	NONE
(ii) SIC code						2A(ii)	
(iii) SIC code						2A(iii)	
B R&E expense with respect to activity performed outside the United States							
(i) SIC code						2B(i)	
(ii) SIC code						2B(ii)	
(iii) SIC code						2B(iii)	

Schedule K-2 (Form 1065) 2022

Page 6

Name of partnership

EIN

ARTICO COLD MANAGEMENT LLC

87-3660106

Part III Other Information for Preparation of Form 1116 or 1118 (continued)

Section 2 - Interest Expense Apportionment Factors

TAX BOOK VALUE

Description	(a) U.S. source	Foreign Source				(f) Sourced by partner	(g) Total
		(b) Foreign branch category income	(c) Passive category income	(d) General category income	(e) Other (category code _____) (country code _____)		
1 Total average value of assets	25,301,607.						25,301,607.
2 Sections 734(b) and 743(b) adjustment to assets - average value							
3 Assets attracting directly allocable interest expense under Regulations section 1.861-10(e)							
4 Other assets attracting directly allocable interest expense under Regulations section 1.861-10T							
5 Assets excluded from apportionment formula							
6a Total assets used for apportionment (subtract the sum of lines 3, 4, and 5 from the sum of lines 1 and 2)	25,301,607.						25,301,607.
b Assets attracting business interest expense	25,301,607.						25,301,607.
c Assets attracting investment interest expense							
d Assets attracting passive activity interest expense							
7 Basis in stock of 10%-owned noncontrolled foreign corporations (see attachment)							
8 Basis in stock of CFCs (see attachment)							

Section 3 - Foreign-Derived Intangible Income (FDII) Deduction Apportionment Factors

Description	(a) U.S. source	Foreign Source			(e) Sourced by partner	(f) Total
		(b) Passive category income	(c) General category income	(d) Other (category code _____) (country code _____)		
1 Foreign-derived gross receipts						
2 Cost of goods sold						
3 Partnership deductions allocable to foreign-derived gross receipts						
4 Other partnership deductions apportioned to foreign-derived gross receipts						

Name of partnership **ARTICO COLD MANAGEMENT LLC** EIN **87-3660106**

Part III Other Information for Preparation of Form 1116 or 1118 (continued)
Section 4 - Foreign Taxes

Description	(a) Type of tax	(b) Section 951A category income		(c) Foreign branch category income		
		U.S.	Foreign	U.S.	Foreign	Partner
1 Direct (section 901 or 903) foreign taxes: <input type="checkbox"/> Paid <input type="checkbox"/> Accrued						
A						
B						
C						
D						
E						
F						
2 Reduction of taxes (total)						
A Taxes on foreign mineral income						
B Reserved for future use						
C International boycott provisions						
D Failure-to-file penalties						
E Taxes with respect to splitter arrangements.						
F Taxes on foreign corporate distributions						
G Other						
3 Foreign tax redeterminations						
A						
Related tax year: _____						
Date tax paid: _____						
Contested tax: <input type="checkbox"/> _____						
B						
Related tax year: _____						
Date tax paid: _____						
Contested tax: <input type="checkbox"/> _____						
C						
Related tax year: _____						
Date tax paid: _____						
Contested tax: <input type="checkbox"/> _____						
4 Reserved for future use						
5 Reserved for future use						
6 Reserved for future use						

Schedule K-2 (Form 1065) 2022

Name of partnership **ARTICO COLD MANAGEMENT LLC** EIN **87-3660106**

Part III Other Information for Preparation of Form 1116 or 1118 (continued)

Section 4 - Foreign Taxes (continued)

	(d) Passive category income		Partner	(e) General category income		Partner	(f) Other (category code _____)	(g) Total
	U.S.	Foreign		U.S.	Foreign			
1								
A								
B								
C								
D								
E								
F								
2								
A								
B								
C								
D								
E								
F								
G								
3								
A								
B								
C								
4								
5								
6								

Section 5 - Other Tax Information

Description	(a) U.S. source	Foreign Source				(g) Sourced by partner	(h) Total
		(b) Section 951A category income	(c) Foreign branch category income	(d) Passive category income	(e) General category income	(f) Other (category code _____) (country code _____)	
1 Section 743(b) positive income adjustment . . .							
2 Section 743(b) negative income adjustment . . .							
3 Reserved for future use							
4 Reserved for future use							

SCHEDULE M-3
(Form 1065)
(Rev. December 2021)
Department of the Treasury
Internal Revenue Service

**Net Income (Loss) Reconciliation
for Certain Partnerships**

OMB No. 1545-0123

▶ Attach to Form 1065.

▶ Go to www.irs.gov/Form1065 for instructions and the latest information.

Name of partnership

Employer identification number

ARTICO COLD MANAGEMENT LLC

87-3660106

This Schedule M-3 is being filed because (check all that apply):

- A ☒ The amount of the partnership's total assets at the end of the tax year is equal to \$10 million or more.
B ☒ The amount of the partnership's adjusted total assets for the tax year is equal to \$10 million or more. If box B is checked, enter the amount of adjusted total assets for the tax year 52,012,031.
C ☐ The amount of total receipts for the tax year is equal to \$35 million or more. If box C is checked, enter the total receipts for the tax year _____.
D ☐ An entity that is a reportable entity partner with respect to the partnership owns or is deemed to own an interest of 50% or more in the partnership's capital, profit, or loss on any day during the tax year of the partnership.

Name of Reportable Entity Partner	Identifying Number	Maximum Percentage Owned or Deemed Owned

E ☐ Voluntary filer.

Part I Financial Information and Net Income (Loss) Reconciliation

- 1a Did the partnership file SEC Form 10-K for its income statement period ending with or within this tax year?
☐ Yes. Skip lines 1b and 1c and complete lines 2 through 11 with respect to that SEC Form 10-K.
☒ No. Go to line 1b. See instructions if multiple non-tax-basis income statements are prepared.
b Did the partnership prepare a certified audited non-tax-basis income statement for that period?
☐ Yes. Skip line 1c and complete lines 2 through 11 with respect to that income statement.
☒ No. Go to line 1c.
c Did the partnership prepare a non-tax-basis income statement for that period?
☒ Yes. Complete lines 2 through 11 with respect to that income statement.
☐ No. Skip lines 2 through 3b and enter the partnership's net income (loss) per its books and records on line 4a.

2 Enter the income statement period: Beginning 03/15/2022 Ending 12/31/2022

- 3a Has the partnership's income statement been restated for the income statement period on line 2?
☐ Yes. (If "Yes," attach a statement and the amount of each item restated.)
☒ No.
b Has the partnership's income statement been restated for any of the 5 income statement periods immediately preceding the period on line 2?
☐ Yes. (If "Yes," attach a statement and the amount of each item restated.)
☒ No.

4a Worldwide consolidated net income (loss) from income statement source identified in Part I, line 1	4a	-1,381,019.
b Indicate accounting standard used for line 4a. See instructions.		
1 <input checked="" type="checkbox"/> GAAP	2 <input type="checkbox"/> IFRS	3 <input type="checkbox"/> Section 704(b)
4 <input type="checkbox"/> Tax-basis	5 <input type="checkbox"/> Other (specify) ▶	
5a Net income from nonincludible foreign entities (attach statement)	5a	()
b Net loss from nonincludible foreign entities (attach statement and enter as a positive amount)	5b	
6a Net income from nonincludible U.S. entities (attach statement)	6a	()
b Net loss from nonincludible U.S. entities (attach statement and enter as a positive amount)	6b	
7a Net income (loss) of other foreign disregarded entities (attach statement)	7a	
b Net income (loss) of other U.S. disregarded entities (attach statement)	7b	
8 Adjustment to eliminations of transactions between includible entities and nonincludible entities (attach statement)	8	
9 Adjustment to reconcile income statement period to tax year (attach statement).	9	
10 Other adjustments to reconcile to amount on line 11 (attach statement)	10	
11 Net income (loss) per income statement of the partnership. Combine lines 4a through 10.	11	-1,381,019.

Note: Part I, line 11, must equal Part II, line 26, column (a); or Form 1065, Schedule M-1, line 1. See instructions.

12 Enter the total amount (not just the partnership's share) of the assets and liabilities of all entities included or removed on the following lines.

	Total Assets	Total Liabilities
a Included on Part I, line 4	51,474,358.	51,977,267.
b Removed on Part I, line 5		
c Removed on Part I, line 6		
d Included on Part I, line 7		

For Paperwork Reduction Act Notice, see the instructions for your return.

Schedule M-3 (Form 1065) (Rev. 12-2021)

Schedule M-3 (Form 1065) (Rev. 12-2021)

Page 2

Name of partnership

Employer identification number

ARTICO COLD MANAGEMENT LLC

87-3660106

Part II Reconciliation of Net Income (Loss) per Income Statement of Partnership With Income (Loss) per Return

Income (Loss) Items	(a) Income (Loss) per Income Statement	(b) Temporary Difference	(c) Permanent Difference	(d) Income (Loss) per Tax Return
Attach statements for lines 1 through 10.				
1 Income (loss) from equity method foreign corporations				
2 Gross foreign dividends not previously taxed				
3 Subpart F, QEF, and similar income inclusions . .				
4 Gross foreign distributions previously taxed .				
5 Income (loss) from equity method U.S. corporations				
6 U.S. dividends				
7 Income (loss) from U.S. partnerships . . .				
8 Income (loss) from foreign partnerships . .				
9 Income (loss) from other pass-through entities				
10 Items relating to reportable transactions . .				
11 Interest income (see instructions)				
12 Total accrual to cash adjustment				
13 Hedging transactions				
14 Mark-to-market income (loss)				
15 Cost of goods sold (see instructions) . . .	(5,186,477.)			(5,186,477.)
16 Sale versus lease (for sellers and/or lessors) . .				
17 Section 481(a) adjustments				
18 Unearned/deferred revenue				
19 Income recognition from long-term contracts				
20 Original issue discount and other imputed interest				
21a Income statement gain/loss on sale, exchange, abandonment, worthlessness, or other disposition of assets other than inventory and pass-through entities				
b Gross capital gains from Schedule D, excluding amounts from pass-through entities . .				
c Gross capital losses from Schedule D, excluding amounts from pass-through entities, abandonment losses, and worthless stock losses				
d Net gain/loss reported on Form 4797, line 17, excluding amounts from pass-through entities, abandonment losses, and worthless stock losses				
e Abandonment losses				
f Worthless stock losses (attach statement) .				
g Other gain/loss on disposition of assets other than inventory				
22 Other income (loss) items with differences (attach statement) STMT. 6 .		350,871.		350,871.
23 Total income (loss) items. Combine lines 1 through 22	-5,186,477.	350,871.		-4,835,606.
24 Total expense/deduction items. (From Part III, line 31) (see instructions)	-5,429,125.	911,173.	34,044.	-4,483,908.
25 Other items with no differences	9,234,583.			9,234,583.
26 Reconciliation totals. Combine lines 23 through 25	-1,381,019.	1,262,044.	34,044.	-84,931.

Note: Line 26, column (a), must equal Part I, line 11, and column (d) must equal Form 1065, Analysis of Net Income (Loss), line 1.

Schedule M-3 (Form 1065) (Rev. 12-2021)

JSA

2P1043 1.000

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Schedule M-3 (Form 1065) (Rev. 12-2021)

Page 3

Name of partnership

Employer identification number

ARTICO COLD MANAGEMENT LLC

87-3660106

Part III Reconciliation of Net Income (Loss) per Income Statement of Partnership With Income (Loss) per Return - Expense/Deduction Items

Expense/Deduction Items	(a) Expense per Income Statement	(b) Temporary Difference	(c) Permanent Difference	(d) Deduction per Tax Return
1 State and local current income tax expense				
2 State and local deferred income tax expense				
3 Foreign current income tax expense (other than foreign withholding taxes)				
4 Foreign deferred income tax expense				
5 Equity-based compensation				
6 Meals and entertainment	11,388.			11,388.
7 Fines and penalties				
8 Judgments, damages, awards, and similar costs				
9 Guaranteed payments				
10 Pension and profit-sharing				
11 Other post-retirement benefits				
12 Deferred compensation				
13 Charitable contribution of cash and tangible property				
14 Charitable contribution of intangible property				
15 Organizational expenses as per Regulations section 1.709-2(a)				
16 Syndication expenses as per Regulations section 1.709-2(b)				
17 Current year acquisition/reorganization investment banking fees				
18 Current year acquisition/reorganization legal and accounting fees				
19 Amortization/impairment of goodwill	3,035.	-895.		2,140.
20 Amortization of acquisition, reorganization, and start-up costs		3,200.		3,200.
21 Other amortization or impairment write-offs	1,179,961.	-1,179,961.		
22 Reserved for future use				
23a Depletion - oil & gas				
b Depletion - other than oil & gas				
24 Intangible drilling and development costs (IDC)				
25 Depreciation	88,410.	509,437.		597,847.
26 Bad debt expense	50,370.	-50,370.		
27 Interest expense (see instructions)	1,133,634.			1,133,634.
28 Purchase versus lease (for purchasers and/or lessees)				
29 Research and development costs				
30 Other expense/deduction items with differences (attach statement) STMT. 7	2,962,327.	-192,584.	-34,044.	2,735,699.
31 Total expense/deduction items. Combine lines 1 through 30. Enter here and on Part II, line 24, reporting positive amounts as negative and negative amounts as positive	5,429,125.	-911,173.	-34,044.	4,483,908.

Schedule M-3 (Form 1065) (Rev. 12-2021)

JSA

2P1044 1.000

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Form **8916-A**
(Rev. November 2019)
Department of the Treasury
Internal Revenue Service

Supplemental Attachment to Schedule M-3

OMB No. 1545-0123

▶ **Attach to Schedule M-3 for Form 1065, 1120, 1120-L, 1120-PC, or 1120-S.**
▶ **Go to www.irs.gov/Form1120 for the latest information.**

Name of common parent	ARTICO COLD MANAGEMENT LLC	Employer identification number	87-3660106
Name of subsidiary		Employer identification number	

Part I Cost of Goods Sold

Cost of Goods Sold Items	(a) Expense per Income Statement	(b) Temporary Difference	(c) Permanent Difference	(d) Deduction per Tax Return
1 Amounts attributable to cost flow assumptions				
2 Amounts attributable to:				
a Stock option expense				
b Other equity-based compensation				
c Meals and entertainment				
d Parachute payments				
e Compensation with section 162(m) limitation				
f Pension and profit sharing				
g Other post-retirement benefits				
h Deferred compensation				
i Reserved				
j Amortization				
k Depletion				
l Depreciation				
m Corporate-owned life insurance premiums				
n Other section 263A costs				
3 Inventory shrinkage accruals				
4 Excess inventory and obsolescence reserves				
5 Lower of cost or market write-downs				
6 Other items with differences (attach statement)				
7 Other items with no differences	5,186,477.			5,186,477.
8 Total cost of goods sold. Add lines 1 through 7 in columns a, b, c, and d. Enter totals on the applicable Schedule M-3. See instructions	5,186,477.			5,186,477.

For Paperwork Reduction Act Notice, see instructions.

Form **8916-A** (Rev. 11-2019)

JSA

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Form 8916-A (Rev. 11-2019) ARTICO COLD MANAGEMENT LLC

87-3660106 Page 2

Part II Interest Income

	Interest Income Item	(a) Income (Loss) per Income Statement	(b) Temporary Difference	(c) Permanent Difference	(d) Income (Loss) per Tax Return
1	Tax-exempt interest income				
2	Interest income from hybrid securities				
3	Sale/lease interest income				
4a	Intercompany interest income - From outside tax affiliated group				
4b	Intercompany interest income - From tax affiliated group				
5	Other interest income				
6	Total interest income. Add lines 1 through 5 in columns a, b, c, and d. Enter total on the applicable Schedule M-3. See instructions.				

Part III Interest Expense

	Interest Expense Item	(a) Expense per Income Statement	(b) Temporary Difference	(c) Permanent Difference	(d) Deduction per Tax Return
1	Interest expense from hybrid securities				
2	Lease/purchase interest expense	1,064,823.			1,064,823.
3a	Intercompany interest expense - Paid to outside tax affiliated group				
3b	Intercompany interest expense - Paid to tax affiliated group				
4	Other interest expense	68,811.			68,811.
5	Total interest expense. Add lines 1 through 4 in columns a, b, c, and d. Enter total on the applicable Schedule M-3. See instructions.	1,133,634.			1,133,634.

Form 8916-A (Rev. 11-2019)

Form **4562**

Depreciation and Amortization (Including Information on Listed Property)

Department of the Treasury
Internal Revenue Service

Attach to your tax return.
Go to www.irs.gov/Form4562 for instructions and the latest information.

OMB No. 1545-0172

2022

Attachment
Sequence No. **179**

Identifying number

87-3660106

Name(s) shown on return

ARTICO COLD MANAGEMENT LLC

Business or activity to which this form relates

ARTICO COLD MANAGEMENT LLC

Part I Election To Expense Certain Property Under Section 179

Note: If you have any listed property, complete Part V before you complete Part I.

1	Maximum amount (see instructions)	1	1,080,000.
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	2,700,000.
4	Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions.	5	
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property. Enter the amount from line 29	7	
8	Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction. Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2021 Form 4562	10	
11	Business income limitation. Enter the smaller of business income (not less than zero) or line 5. See instructions	11	
12	Section 179 expense deduction. Add lines 9 and 10, but don't enter more than line 11	12	
13	Carryover of disallowed deduction to 2023. Add lines 9 and 10, less line 12	13	

Note: Don't use Part II or Part III below for listed property. Instead, use Part V.

Part II Special Depreciation Allowance and Other Depreciation (Don't include listed property. See instructions.)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year. See instructions	14	579,723.
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	

Part III MACRS Depreciation (Don't include listed property. See instructions.)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2022	17	
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here		

Section B - Assets Placed in Service During 2022 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs.		S/L	
h Residential rental property			27.5 yrs.	MM	S/L	
i Nonresidential real property			39 yrs.	MM	S/L	

Section C - Assets Placed in Service During 2022 Tax Year Using the Alternative Depreciation System

(a) Class life	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
20a Class life					S/L	
b 12-year			12 yrs.		S/L	
c 30-year			30 yrs.	MM	S/L	
d 40-year			40 yrs.	MM	S/L	

Part IV Summary (See instructions.)

21	Listed property. Enter amount from line 28	21	18,124.
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations - see instructions.	22	597,847.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

For Paperwork Reduction Act Notice, see separate instructions.

Form **4562** (2022)

JSA 2X2300 1.000

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ARTICO COLD MANAGEMENT LLC
Form 4562 (2022)87-3660106
Page 2**Part V Listed Property** (Include automobiles, certain other vehicles, certain aircraft, and property used for entertainment, recreation, or amusement.)**Note:** For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete only 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.**Section A - Depreciation and Other Information** (Caution: See the instructions for limits for passenger automobiles.)

24a Do you have evidence to support the business/investment use claimed?				Yes	No	24b If "Yes," is the evidence written?				Yes	No
(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/Convention	(h) Depreciation deduction	(i) Elected section 179 cost			
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use. See instructions							25	18,124.			
26 Property used more than 50% in a qualified business use:											
VEHICLE	07/01/2022	100. %	18,124.		5	200 DBHY					
		%									
		%									
27 Property used 50% or less in a qualified business use:											
		%				S/L -					
		%				S/L -					
		%				S/L -					
28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1.							28	18,124.			
29 Add amounts in column (i), line 26. Enter here and on line 7, page 1.							29				

Section B - Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person. If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

	(a) Vehicle 1	(b) Vehicle 2	(c) Vehicle 3	(d) Vehicle 4	(e) Vehicle 5	(f) Vehicle 6
30 Total business/investment miles driven during the year (don't include commuting miles) . . .						
31 Total commuting miles driven during the year . . .						
32 Total other personal (noncommuting) miles driven						
33 Total miles driven during the year. Add lines 30 through 32						
34 Was the vehicle available for personal use during off-duty hours?	Yes	No	Yes	No	Yes	No
35 Was the vehicle used primarily by a more than 5% owner or related person?						
36 Is another vehicle available for personal use?						

Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who aren't more than 5% owners or related persons. See instructions.

37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?	Yes	No
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use? See instructions		

Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," don't complete Section B for the covered vehicles.**Part VI Amortization**

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2022 tax year (see instructions):					
GOODWILL	04/14/2022	42,801.	197	15.000	2,140.
TRANSACTION COSTS	04/14/2022	64,000.	197	15.000	3,200.
43 Amortization of costs that began before your 2022 tax year.					43
44 Total. Add amounts in column (f). See the instructions for where to report					44
					5,340.

Form 8594 <small>(Rev. November 2021) Department of the Treasury Internal Revenue Service</small>	Asset Acquisition Statement Under Section 1060 ▶ Attach to your income tax return. ▶ Go to www.irs.gov/Form8594 for instructions and the latest information.	OMB. No. 1545-0074 Attachment Sequence No. 169
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Name as shown on return ARTICO COLD MANAGEMENT LLC	Identifying number as shown on return 87-3660106
--	--

Check the box that identifies you:

☒ Purchaser ☐ Seller

Part I General Information

1 Name of other party to the transaction KARIS INDUSTRIAL LLC	Other party's identifying number APPLD FOR
---	--

Address (number, street, and room or suite no.)

10 NORTH MARTINGALE ROAD

City or town, state, and ZIP code

SCHAUMBURG

IL 60173

2 Date of sale 04/14/2022	3 Total sales price (consideration) 2,538,752.
-------------------------------------	--

Part II Original Statement of Assets Transferred

4 Assets	Aggregate fair market value (actual amount for Class I)	Allocation of sales price
Class I	\$ NONE	\$ NONE
Class II	\$ NONE	\$ NONE
Class III	\$ 805,826.	\$ 805,826.
Class IV	\$ NONE	\$ NONE
Class V	\$ 443,258.	\$ 443,258.
Class VI and VII	\$ 42,801.	\$ 42,801.
Total	\$ 1,291,885.	\$ 1,291,885.

5 Did the purchaser and seller provide for an allocation of the sales price in the sales contract or in another written document signed by both parties? ☒ Yes ☐ No

If "Yes," are the aggregate fair market values (FMV) listed for each of asset Classes I, II, III, IV, V, VI, and VII the amounts agreed upon in your sales contract or in a separate written document? ☒ Yes ☐ No

6 In the purchase of the group of assets (or stock), did the purchaser also purchase a license or a covenant not to compete, or enter into a lease agreement, employment contract, management contract, or similar arrangement with the seller (or managers, directors, owners, or employees of the seller)? ☐ Yes ☒ No

If "Yes," attach a statement that specifies (a) the type of agreement and (b) the maximum amount of consideration (not including interest) paid or to be paid under the agreement. See instructions.

For Paperwork Reduction Act Notice, see separate instructions.

Form **8594** (Rev. 11-2021)

Part III **Supplemental Statement** - Complete only if amending an original statement or previously filed supplemental statement because of an increase or decrease in consideration. See instructions.

7 Tax year and tax return form number with which the original Form 8594 and any supplemental statements were filed.

8 Assets	Allocation of sales price as previously reported	Increase or (decrease)	Redetermined allocation of sales price
Class I	\$	\$	\$
Class II	\$	\$	\$
Class III	\$	\$	\$
Class IV	\$	\$	\$
Class V	\$	\$	\$
Class VI and VII	\$	\$	\$
Total	\$		\$

9 Reason(s) for increase or decrease. Attach additional sheets if more space is needed.

This image shows a single sheet of white paper with horizontal blue or grey ruling lines. The lines are evenly spaced and run across the width of the page. There are approximately 20 lines visible. The paper appears to be a standard notebook page or a sheet of stationery.

Form **8844**
(Rev. March 2020)
Department of the Treasury
Internal Revenue Service
Name(s) shown on return

Empowerment Zone Employment Credit

OMB No. 1545-1444

▶ Attach to your tax return.

▶ Go to www.irs.gov/Form8844 for instructions and the latest information.

Attachment
Sequence No. **99**

ARTICO COLD MANAGEMENT LLC

Identifying number

87-3660106

1 Enter the total qualified empowerment zone wages paid or incurred during the current year (see instructions)	1	170,221.
2 Multiply line 1 by 20% (0.20). See instructions for the adjustment you must make to the deduction for salaries and wages	2	34,044.
3 Empowerment zone employment credit from partnerships, S corporations, cooperatives, estates, and trusts	3	
4 Add lines 2 and 3. Cooperatives, estates, and trusts, go to line 5. Partnerships and S corporations, stop here and report this amount on Schedule K. All others, stop here and report this amount on Form 3800, Part III, line 3	4	34,044.
5 Amount allocated to patrons of the cooperative or beneficiaries of the estate or trust (see instructions)	5	
6 Cooperatives, estates, and trusts, subtract line 5 from line 4. Report this amount on Form 3800, Part III, line 3	6	

For Paperwork Reduction Act Notice, see separate instructions.

Form **8844** (Rev. 3-2020)

Form **8990**
(Rev. December 2022)
Department of the Treasury
Internal Revenue Service**Limitation on Business Interest Expense
Under Section 163(j)**

OMB No. 1545-0123

Attach to your tax return.

Go to www.irs.gov/Form8990 for instructions and the latest information.

Taxpayer name(s) shown on tax return

Identification number

ARTICO COLD MANAGEMENT LLC

87-3660106

A If Form 8990 relates to an information return for a foreign entity (for example, Form 5471), enter:

Name of foreign entity

Employer identification number, if any

Reference ID number

B Is the foreign entity a CFC group member? See instructions. ☐ Yes ☐ No**C** Is this Form 8990 filed by the specified group parent for an entire CFC group? See instructions. ☐ Yes ☐ No**D** Has a CFC or a CFC group made a safe harbor election? If yes, see instructions for which lines of Form 8990 to complete. ☐ Yes ☐ No**Part I Computation of Allowable Business Interest Expense***Part I is completed by all taxpayers subject to section 163(j). Schedule A and Schedule B need to be completed before Part I when the taxpayer is a partner or shareholder of a pass-through entity subject to section 163(j).***Section I - Business Interest Expense**

1	Current year business interest expense (not including floor plan financing interest expense), before the section 163(j) limitation	1	1,133,634.	
2	Disallowed business interest expense carryforwards from prior years. (Does not apply to a partnership)	2		
3	Partner's excess business interest expense treated as paid or accrued in current year (Schedule A, line 44, column (h)).	3		
4	Floor plan financing interest expense. See instructions	4		
5	Total business interest expense. Add lines 1 through 4.	5		1,133,634.

Section II - Adjusted Taxable Income**Tentative Taxable Income**

6	Tentative taxable income. See instructions.	6	-84,931.
----------	--	----------	----------

Additions (adjustments to be made if amounts are taken into account on line 6)

7	Any item of loss or deduction that is not properly allocable to a trade or business of the taxpayer. See instructions	7		
8	Any business interest expense not from a pass-through entity. See instructions	8	1,133,634.	
9	Amount of any net operating loss deduction under section 172	9		
10	Amount of any qualified business income deduction allowed under section 199A	10		
11	Reserved for future use	11		
12	Amount of any loss or deduction items from a pass-through entity. See instructions	12		
13	Other additions. See instructions.	13		
14	Total current year partner's excess taxable income (Schedule A, line 44, column (f))	14		
15	Total current year S corporation shareholder's excess taxable income (Schedule B, line 46, column (c))	15		
16	Total. Add lines 7 through 15	16		1,133,634.

Reductions (adjustments to be made if amounts are taken into account on line 6)

17	Any item of income or gain that is not properly allocable to a trade or business of the taxpayer. See instructions	17	()	
18	Any business interest income not from a pass-through entity. See instructions	18	()	
19	Amount of any income or gain items from a pass-through entity. See instructions	19	()	
20	Other reductions. See instructions	20	()	
21	Total. Combine lines 17 through 20	21	()	
22	Adjusted taxable income. Combine lines 6, 16, and 21. See instructions.	22		1,048,703.

For Paperwork Reduction Act Notice, see the instructions.

Form **8990** (Rev. 12-2022)JSA
2X4100 2.000

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Section III - Business Interest Income

23	Current year business interest income. See instructions	23		25	
24	Excess business interest income from pass-through entities (total of Schedule A, line 44, column (g), and Schedule B, line 46, column (d))	24			
25	Total. Add lines 23 and 24				

Section IV - 163(j) Limitation Calculations**Limitation on Business Interest Expense**

26	Multiply the adjusted taxable income from line 22 by the applicable percentage. See instructions	26	314,611.	29	
27	Business interest income (line 25)	27			
28	Floor plan financing interest expense (line 4)	28			
29	Total. Add lines 26, 27, and 28				314,611.

Allowable Business Interest Expense

30	Total current year business interest expense deduction. See instructions.	30	314,611.
----	---	----	----------

Carryforward

31	Disallowed business interest expense. Subtract line 29 from line 5. (If zero or less, enter -0-.) . . .	31	819,023.
----	---	----	----------

Part II Partnership Pass-Through Items

Part II is only completed by a partnership that is subject to section 163(j). The partnership items below are allocated to the partners and are not carried forward by the partnership. See the instructions for more information.

Excess Business Interest Expense

32	Excess business interest expense. Enter amount from line 31	32	819,023.
----	---	----	----------

Excess Taxable Income (If you entered an amount on line 32, skip lines 33 through 37.)

33	Subtract the sum of lines 4 and 25 from line 5. (If zero or less, enter -0-.)	33	
34	Subtract line 33 from line 26. (If zero or less, enter -0-.)	34	
35	Divide line 34 by line 26. Enter the result as a decimal. (If line 26 is zero, enter -0-.)	35	
36	Excess taxable income. Multiply line 35 by line 22.	36	

Excess Business Interest Income

37	Excess business interest income. Subtract the sum of lines 1, 2, and 3 from line 25. (If zero or less, enter -0-.)	37	
----	--	----	--

Part III S Corporation Pass-Through Items

Part III is only completed by S corporations that are subject to section 163(j). The S corporation items below are allocated to the shareholders. See the instructions for more information.

Excess Taxable Income

38	Subtract the sum of lines 4 and 25 from line 5. (If zero or less, enter -0-.)	38	
39	Subtract line 38 from line 26. (If zero or less, enter -0-.)	39	
40	Divide line 39 by line 26. Enter the result as a decimal. (If line 26 is zero, enter -0-.)	40	
41	Excess taxable income. Multiply line 40 by line 22.	41	

Excess Business Interest Income

42	Excess business interest income. Subtract the sum of lines 1, 2, and 3 from line 25. (If zero or less, enter -0-.)	42	
----	--	----	--

SCHEDULE A Summary of Partner's Section 163(j) Excess Items

Any taxpayer that owns an interest in a partnership subject to section 163(j) should complete Schedule A before completing Part I.

(a) Name of partnership	(b) EIN	Excess Business Interest Expense			(f) Current year excess taxable income	(g) Current year excess business interest income	(h) Excess business interest expense treated as paid or accrued (see instructions)	(i) Current year excess business interest expense carryforward (see instructions)
		(c) Current year (see instructions)	(d) Prior year carryforward (see instructions)	(e) Total ((c) plus (d))				
44 Total								

SCHEDULE B Summary of S Corporation Shareholder's Excess Taxable Income and Excess Business Interest Income

Any taxpayer that is required to complete Part I and is a shareholder in an S corporation that has excess taxable income or excess business interest income should complete Schedule B before completing Part I.

(a) Name of S corporation	(b) EIN	(c) Current year excess taxable income	(d) Current year excess business interest income
45			
46 Total			

ARTICO COLD MANAGEMENT LLC

87-3660106

2022 Depreciation

[illegible]

*Assets Retired

USA
2X9027 1.000

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ARTICO COLD MANAGEMENT LLC

907-3660106

2022 Depreciation

[illegible]

87-3660106

* Assets Retired
JSA
2X9026 1,000

**Regulation Section 1.263(a)-1(f) - De Minimis
Safe Harbor Election**

Taxpayer Name: ARTICO COLD MANAGEMENT LLC
Taxpayer Address: 1556 W 43RD ST. CHICAGO, IL 60609
Taxpayer ID Number: 87-3660106
Year-End: 12/31/2022

Under IRC Regulation Section 1.263(a)-1(f), the taxpayer hereby elects to apply the de minimis safe harbor election.

**Election to Adopt the Recurring Item Exception
to Determine When Economic Performance Occurs
IRC Section 461(h)(3)**

Section 461(h)(3) Election

ARTICO COLD MANAGEMENT LLC hereby elects to adopt the recurring item exception in determining when economic performance occurs pursuant to Section 461(h)(3) of the Internal Revenue Code and Reg. 1.461-5(a). This election is to apply to the following items for the tax year ended 12/31/2022 and all subsequent tax years:

<u>Item</u>	<u>Date of Economic Performance</u>	<u>Amount</u>
<u>ACCRUED COMPENSATION</u>	<u>03/15/2023</u>	<u>\$ 955.</u>
<u>ACCRUED VACATION</u>	<u>03/15/2023</u>	<u>\$ 36,616.</u>
<u>ACCRUED 401K</u>	<u>03/15/2023</u>	<u>\$ 6,332.</u>
<u>ACCOUNTS PAYABLE</u>	<u>03/15/2023</u>	<u>\$ 663,638.</u>
<u>ACCRUED UNION DUES</u>	<u>03/15/2023</u>	<u>\$ 995.</u>
<u>ACCRUED CLAIMS</u>	<u>03/15/2023</u>	<u>\$ 167,516.</u>
<u> </u>	<u> </u>	<u>\$</u>
<u> </u>	<u> </u>	<u>\$</u>
<u> </u>	<u> </u>	<u>\$</u>
<u> </u>	<u> </u>	<u>\$</u>

ARTICO COLD MANAGEMENT LLC
FORM 1065 SUPPORTING SCHEDULES

87-3660106

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LINE 7 - PAGE 1 - OTHER INCOME (LOSS)

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OTHER INCOME	282,232.
TENANT ALLOWANCE REIMBURSEMENT	350,871.

TOTAL OTHER INCOME (LOSS)	633,103.
	=====

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LINE 14 - PAGE 1 - TAXES

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PAYROLL TAXES	142,796.
LICENSES	10,642.

TOTAL TAXES	153,438.
	=====

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LINE 15 - PAGE 1 - DEDUCTIBLE INTEREST EXPENSE NOT CLAIMED ELSEWHERE

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	1,133,634.
- DISALLOWED INTEREST FROM FORM 8990	819,023.

TOTAL DEDUCTIBLE INTEREST EXPENSE	314,611.
	=====

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LINE 20 - SUMMARY OF TRAVEL, MEALS AND ENTERTAINMENT

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NET MEALS & ENTERTAINMENT	11,388.

TOTAL	11,388.
	=====

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LINE 20 - PAGE 1 - OTHER DEDUCTIONS

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AMORTIZATION	5,340.
TRAVEL, MEALS, AND ENTERTAINMENT	11,388.
INSURANCE	388,705.
UTILITIES	614,244.
BANK FEES	8,955.
POSTAGE	4,914.
DUES & SUBSCRIPTIONS	2,895.
OFFICE EXOENSE	44,874.
SUPPLIES	27,714.
PROFESSIONAL SERVICES	25,294.
SOFTWARE	726,615.
TRAVEL	3,308.
MISC	148,821.
TELEPHONE	69,736.
GIFTS	3,038.
PRINTING	99,037.
REFRIGERATION EXPENSE	115,856.
UNIFORM	38,549.

CONTINUED ON NEXT PAGE

STATEMENT 1

ARTICO COLD MANAGEMENT LLC
FORM 1065 SUPPORTING SCHEDULES

87-3660106

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LINE 20 - PAGE 1 - OTHER DEDUCTIONS (CONT'D)

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LEGAL SERVICES	117,179.
ACCOUNTING SERVICES	108,093.
OTHER SERVICES	113,385.

TOTAL OTHER DEDUCTIONS	-----
	2,677,940.
	=====

STATEMENT 2

ARTICO COLD MANAGEMENT LLC
FORM 1065, SUPPORTING SCHEDULES

87-3660106

SCHEDULE L - LINE 6 - OTHER CURRENT ASSETS

	BEGINNING	ENDING
OTHER RECEIVABLE	NONE	242,500.
UNBILLED ACCOUNTS RECEIVABLE	NONE	49,948.
PREPAID EXPENSES	NONE	341,411.
TENANT IMPROVEMENT RECEIVABLE	NONE	1,849,129.
TOTAL OTHER CURRENT ASSETS	NONE	2,482,988.

SCHEDULE L - LINE 13 - OTHER ASSETS

	BEGINNING	ENDING
RIGHT-OF-USE ASSETS	NONE	47,311,189.
RIGHT-OF-USE AMORTIZATION	NONE	-1,276,995.
TOTAL OTHER ASSETS	NONE	46,034,194.

SCHEDULE L - LINE 17 - OTHER CURRENT LIABILITIES

	BEGINNING	ENDING
ACCRUED EXPENSES	NONE	425,473.
DEFERRED REVENUE	NONE	247,826.
DUE TO SELLER	NONE	165,498.
LEASE LIABILITY	NONE	1,054,512.
TOTAL OTHER CURRENT LIABILITIES	NONE	1,893,309.

SCHEDULE L - LINE 20 - OTHER LIABILITIES

	BEGINNING	ENDING
LEASE LIABILITY NON-CURRENT	NONE	49,424,466.
TOTAL OTHER LIABILITIES	NONE	49,424,466.

SCHEDULE M-2 - LINE 2A - CASH CONTRIBUTED DURING YEAR

CASH CONTRIBUTED DURING THE YEAR	900,000.
TOTAL CASH CONTRIBUTED DURING THE YEAR	900,000.

ARTICO COLD MANAGEMENT LLC

87-3660106

Box 10 - Table 3. Upstream Loans

[illegible]

STATEMENT 4

ARTICO COLD MANAGEMENT LLC
SCHEDULE K-2 SUPPORTING DETAIL
87-3660106

SCH K-2, PART II, SECTION 1, LINE 20 - OTHER INCOME DETAIL

US	DESCRIPTION	(A) US SOURCE	(B) FOREIGN BRANCH CAT. INC.	(C) PASSIVE CAT. INC.	(D) GENERAL CAT. INC.	(E) OTHER CAT. CODE 901J	(E) OTHER CAT. CODE OTH	(F) SOURCED BY PARTNER	(G) TOTAL
US	OTHER INCOME	282,232.							282,232.
US	TENANT ALLOWANCE REIMBURSEMENT	350,871.							350,871.

SCH K-2, PART II, SECTION 2 LN 49 OTHER ALLOCABLE DEDUCTIONS

US	DESCRIPTION	(A) US SOURCE	(B) FOREIGN BRANCH CAT. INC.	(C) PASSIVE CAT. INC.	(D) GENERAL CAT. INC.	(E) OTHER CAT. CODE 901J	(E) OTHER CAT. CODE OTH	(F) SOURCED BY PARTNER	(G) TOTAL
US	EXCESS BUSINESS INTEREST EXP							819,023.	819,023.

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ARTICO COLD MANAGEMENT LLC

SCHEDULE M-3, PART II DETAIL

LINE 22 - OTHER INCOME (LOSS) ITEMS WITH DIFFERENCES

DESCRIPTION	INCOME (LOSS) PER INCOME STMT	TEMPORARY DIFFERENCE	PERMANENT DIFFERENCE	INCOME (LOSS) PER TAX RETURN
TENANT ALLOWANCE REIMBURSEMENT	350,871.			350,871.
TOTAL	350,871.			350,871.

ARTICO COLD MANAGEMENT LLC

87-3660106

SCHEDULE M-3, PART III DETAIL

LINE 30 - OTHER EXPENSE/DEDUCTION ITEMS WITH DIFFERENCES

DESCRIPTION	EXPENSE PER INCOME STMT	TEMPORARY DIFFERENCE	PERMANENT DIFFERENCE	DEDUCTION PER TAX RETURN
EMPOWERMENT ZONE WAGES	34,044.			
SALARIES & WAGES	1,593,697.	-122,139.	-34,044.	1,471,558.
INSURANCE EXPENSE	320,438.	68,267.		388,705.
SOFTWARE LICENSES	571,522.	155,093.		726,615.
OTHER EXPENSES	135,392.	13,429.		148,821.
TRANSACTION COSTS	64,000.	-64,000.		
RENT	243,234.	-243,234.		
TOTAL	2,962,327.	-192,584.	-34,044.	2,735,699.

ARTICO COLD MANAGEMENT LLC

87-3660106

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REVENUE PROCEDURE 2023-11
AUTOMATIC METHOD CHANGE TO REQUIRED SECTION 174 METHOD

TAXPAYER NAME: ARTICO COLD MANAGEMENT LLC

TAXPAYER EIN: 87-3660106

TAX YEAR BEGINNING: 03/15/2022

TAX YEAR ENDING: 12/31/2022

AUTOMATIC ACCOUNTING METHOD CHANGE NUMBER: 265

THIS STATEMENT IS BEING FILED PURSUANT TO REV. PROC. 2023-11 TO WAIVE THE FILING REQUIREMENT OF FORM 3115, APPLICATION FOR CHANGE IN ACCOUNTING METHOD. BELOW IS A LIST OF THE TYPE AND AMOUNT PAID OR INCURRED FOR EXPENDITURES INCLUDED AS SPECIFIED RESEARCH OR EXPERIMENTAL EXPENDITURES.

THE TAXPAYER IS CHANGING THE METHOD OF ACCOUNTING FOR SPECIFIED RESEARCH OR EXPERIMENTAL EXPENDITURES TO CAPITALIZE SUCH EXPENDITURES TO A SPECIFIED RESEARCH OR EXPERIMENTAL CAPITAL ACCOUNT AND WILL AMORTIZE SUCH AMOUNT OVER EITHER A 5-YEAR PERIOD FOR DOMESTIC RESEARCH OR 15-YEAR PERIOD FOR FOREIGN RESEARCH (AS APPLICABLE) BEGINNING WITH THE MID-POINT OF THE TAXABLE YEAR IN WHICH SUCH EXPENDITURES ARE PAID OR INCURRED IN ACCORDANCE WITH THE METHOD PERMITTED UNDER SECTION 174 FOR THE YEAR OF CHANGE.

THE TAXPAYER IS MAKING THE CHANGE ON A CUT-OFF BASIS.

DESCRIPTION	AMOUNT
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SECTION 174 EXPENSE - DOMESTIC 5 YEAR	NONE
SECTION 174 EXPENSE - FOREIGN 15 YEAR	NONE

TOTAL EXPENDITURES	NONE
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